



Winters City Council Meeting
Hearing Workshop
City Council Chambers
318 First Street
Monday, October 2, 2006
6:30 p.m.
AGENDA

Members of the City Council

*Woody Fridae, Mayor
Mike Martin, Mayor Pro Tempore
Harold Anderson
Cecilia Aguilar-Curry
Tom Stone*

*John W. Donlevy, Jr., City Manager
John Wallace, City Attorney
Nanci Mills, City Clerk*

PLEASE NOTE – The numerical order of items on this agenda is for convenience of reference. Items may be taken out of order upon request of the Mayor or Councilmembers. Public comments time may be limited and speakers will be asked to state their name.

Roll Call

Pledge of Allegiance

Approval of Agenda

PUBLIC COMMENTS

At this time, any member of the public may address the City Council on matters, which are not listed on this agenda. Citizens should reserve their comments for matter listed on this agenda at the time the item is considered by the Council. An exception is made for members of the public for whom it would create a hardship to stay until their item is heard. Those individuals may address the item after the public has spoken on issues that are not listed on the agenda. Presentations may be limited to accommodate all speakers within the time available. Public comments may also be continued to later in the meeting should the time allotted for public comment expire.

CONSENT CALENDAR

All matters listed under the consent calendar are considered routine and non-controversial, require no discussion and are expected to have unanimous Council support and may be enacted by the City Council in one motion in the form listed below. There will be no separate discussion of these items. However, before the City Council votes on the motion to adopt, members of the City Council, staff, or the public may request that specific items be removed from the Consent Calendar for separate discussion and action. Items(s) removed will be discussed later in the meeting as time permits.

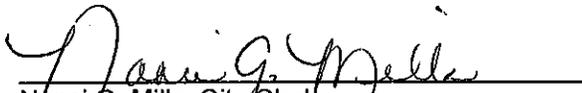
None.

DISCUSSION ITEMS

1. **Project Process Overview** (pp 1-53) - This will include a description of the following elements of the process:
 - a. Request for Proposal
 - b. Owner Participation and the Agency's Policy on Local Preference
 - c. Interview Process
 - d. Exclusive Negotiation Period
2. **Project Applicant Presentations** (pp 54)
 - a. JDS Builders (pp 55-99)
 - b. Monticello Partners (pp 100-127)
3. **Financial Review**- A comprehensive overview of the business pro-forma's submitted For the projects. (Richard Tillberg-Urban Futures) – Under Separate Cover
4. Questions and Answer Period- Community Development Agency Board
5. Public Comments- 3 minute time limit
6. CDA Review and Decision

ADJOURNMENT

I declare under penalty of perjury that the foregoing agenda for the October 2, 2006, workshop of the Winters City Council was personally delivered to each Councilmember's mail boxes in City Hall and posted on the outside public bulletin board at City Hall, 318 First Street on September 28, and made available to the public during normal business hours.



Nanci G. Mills, City Clerk

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Staff recommendations are guidelines to the City Council. On any item, the Council may take action, which varies from that recommended by staff.

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Wednesday at 10:00 a.m.

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**COMMUNITY DEVELOPMENT AGENCY
STAFF REPORT**

TO: Honorable Chairman and Board of Directors
DATE: October 2, 2006
FROM: John W. Donlevy, Jr., Executive Director
SUBJECT: Railroad/Main St. Development Proposal Review

RECOMMENDATION:

That the Community Development Agency Board of Directors:

1. Conduct a re-hearing of the proposed development proposals for the development of the Agency's Main St./Railroad Ave. Property.
2. Provide direction to Staff regarding the selection of a preferred project for a 90 day exclusive negotiating period.

BACKGROUND:

At the September 19, 2006 meeting, the CDA Board accepted a request from applicant Karen Ogando that a re-hearing of information be made regarding the proposed development project. The Agency granted that request.

The agenda and process for the hearing will include the following:

1. **Project Process Overview**- This will include a description of the following elements of the process:
 - a. Request for Proposal
 - b. Owner Participation and the Agency's Policy on Local Preference
 - c. Interview Process
 - d. Exclusive Negotiation Period
2. **Project Applicant Presentations**
 - a. JDS Builders
 - b. Monticello Partners
3. **Financial Review**- A comprehensive overview of the business pro-forma's submitted for the projects. (Richard Tillberg- Urban Futures)

4. Questions and Answer Period- Community Development Agency Board
5. Public Comments- 3 minute time limit
6. CDA Review and Decision
7. Adjournment

Included in this report are past agenda items pertinent to this item, as well as copies of the Request for Proposal and the Agency's Owner Participation Policy and Rules.

Staff is recommending that the Agency Board provide direction regarding the disposition of the development project.

FISCAL IMPACT:

None by this action



**COMMUNITY DEVELOPMENT AGENCY
STAFF REPORT**

TO: Honorable Chairman and Board of Directors
DATE : August 28, 2006
FROM: John W. Donlevy, Jr., Executive Director
SUBJECT: Railroad/Main St. Development Proposal Review

RECOMMENDATION:

That the Agency Board of Directors:

1. Receive a Staff presentation regarding the Request for Proposals and review process for the development of the Railroad Ave./Main Street Property; and
2. Receive a presentation from project proponents Monticello Investors, Inc. and JDS Builders; and
3. Authorize the development of a Development Disposition Agreement with Monticello Investors for the development of the subject property.

BACKGROUND:

In Spring and Summer, 2003, the City and Community Development Agency began discussions with a local partnership group (Main Street Village Partners) consisting of JDS Builders Group and Elliot Landes/Al Vallecillo for a comprehensive development of the properties bordered by E. Main Street, Railroad Ave., Elliot Street and Abbey St. The project proposal contemplated the development and redevelopment of all parcels within that area over a three year period. In November, 2003, the Agency authorized a development agreement for the development area.

Key actions regarding that project included a number of planning approvals for a Planned Development Overlay of the project to accommodate parking, use and other restrictions. The actions contemplated by both the City and CDA included:

1. Development of a new parking lot to be located on the location of the Valley Farmers CO-OP and Community Center;
2. The memorialization of all approvals and plans, including the sale of the existing Railroad Parking Lot Property to the partnership for the subsequent developments.

During the ensuing 18 month period, Staff repeatedly worked to engage the Main Street Village Partners to enter into a development agreement without success. In May, 2005, the partnership dissolved and competing proposals and changes to the previous plans

were submitted.

With the dissolution of the MSV Partners, Staff began a process to have the property developed as anticipated in the previous plans. Both local and outside investment interests expressed desires to develop the property and the total CDA investment in local enhancement projects for the downtown facilitated a need to move the project forward.

In November, 2005, the Agency Staff solicited interest from adjacent property owners who had expressed interest in the site to participate in the development of the subject property. Interest was received from JDS Builders (Owners of 5,7 and 9 E. Main st.) and Karen Ogando, owner of 2-10 Main Street. Subject to the Agency's Owner Participation rules, the property owners where then sent a Request for Proposals in December, 2005.

The RFP contemplated a mixed use project for the site to include retail, business and residential. Proposers were requested to follow guidelines outlined in the then draft and now adopted Downtown Winters Master Plan. The RFP contemplated the development of the entire property with one developer.

In February, 2006, proposals were received from JDS Builders Group and Karen Ogando (Monticello Investors). The CDA appointed members Steve Godden and Tom Stone to serve as a subcommittee to review the project proposals and bring forward a recommendation on a preferred project for the site.

The project evaluation is complete and now ready for the consideration of the CDA for authorization to begin an exclusive negotiation period with a developer for a formal negotiation on a development disposition agreement for the property.

DISCUSSION:

From the outset of this project, both Staff and the CDA have viewed the development of the Railroad Property as a key to the revitalization of the Downtown. The project has often been referred to as a "pioneering project", due to the fact than no new commercial buildings have been built in the downtown for over forty (40) years. The project also implements many new vision elements for the area, including the ideas of mixed use and shared parking- many of the vision elements of the Downtown Winters Master Plan.

This project is a key business proposition for the CDA. It will eventually will include the sale of CDA property and the potential business investment of tax bond proceeds in getting a viable economic development project off the ground. The need for a complete analysis and decisions on the best business deal for the CDA is a critical component in the selection of the developer for the property.

The overall process for this project has included the following:

1. **Release/Receipt of RFP and Proposal:** This was completed during December, 2005 to February, 2006.
2. **Presentations by Proposers:** In March, both developers were requested to make a formal presentation of the project to Staff and the CDA Subcommittee. Subsequent interviews and meetings were held with both developers for clarification of issues.
3. **Fiscal Review and Analysis:** The CDA financial advisor, Urban Futures received and reviewed the business pro-forma's and plans for both projects. A comprehensive business analysis was done for both projects, including a preliminary negotiation with both applicants on fiscal assistance needed from the CDA. Both applicants were actively engaged to review multiple fiscal scenerios for their projects to assure viability.
4. **Preliminary Negotiation:** Following the review by Urban Futures, a preliminary negotiation has been conducted by Staff to determine the ability to potentially reach a successful agreement on the project.
5. **Presentation to the CDA and Recommendation:** This report, combined with presentations from both applicants, along with a recommended course of action are now being presented.
6. **90 Exclusive Negotiation:** If authorized, a negotiation would commence with a single developer for the establishment of a development disposition agreement which will detail the specific project to occur on the property.
7. **Development Disposition Agreement:** This would return to the CDA for approval.
8. **Planning Review and Approvals:** The final architectural and planning/zoning issues would move forward to the Planning Commission and City Council, as would occur for any development in the downtown.

Project Descriptions:

Attached to this report are copies of the proposals for both projects. Generally, both projects are mixed use, consisting of retail on the first floor, business/office on the second floor (Monticello)/live work (JDS) and residential on the third floor.

The breakdown of the projects are as follows:

<u>Monticello</u>		<u>JDS</u>	
<u>Single Phase</u>	<u>Square Ft</u>	<u>Phase I</u>	<u>Square Foot</u>
Retail	7,986	Retail	4,130
Office	10,042	Office	4,772
Condo's (9)	16,133	Apts (7)	6,474
		Other	1,524

Project Total	34,161	Phase I Total	16,900
		Phase II	
		Retail	3,988
		Office	4,626
		Apts (9)	8,202
		Other	390
		Phase II Total	18,896
		Project Total	35,796

Monticello Description:

The **Monticello Project** is presented as a mixed use- retail, office and residential complex. The project breakdown is as follows:

- **First Floor:** The first floor will include a large retail business “Da Rae” to be owned and operated by project applicant Karen Ogando, along with smaller shops and a restaurant to be located on the north side of the building.
- **Second Floor:** Approximately 10,000 sf of business area, including a 4,000 meeting/banquet room (The Terrace).
- **Third Floor:** This level will include nine (9) for sale condo units.

The Monticello project is proposed to be build in a single phase with a total value of approximately \$8 million.

JDS Description:

The **JDS Project** is presented as a mixed use project consisting of retail and a combination of live/work/loft units and apartments on three (3) levels:

- **First Floor:** Phase I envisions two retail areas comprising of a small retail area and a larger (restaurant or similar). Phase II would include a business or retail space which might be subdivided.
- **Second Floor:** Phase I includes a combination of either office or retail units with lofts and studio apartments with lofts. Phase II includes a space for professional office with a loft and studio apartments/lofts.
- **Third Floor:** Phase I includes 7 apartments and Phase II includes 9 apartments.

The JDS Project is proposed to be built in two phases, with Phase II contingent on the success of Phase I. In discussions with the Agency’s fiscal advisor JDS has indicated that they would not commit to Phase II of the project. The total value of both phases is estimated at \$10.5 million.

Fiscal Review:

Richards Section:

Analysis/Recommendation:

Both projects presented are examples of the vision expected to occur within Downtown Winters. Each is consistent with the Master Plan and are meritorious of consideration.

The Monticello Project as proposed represents both the size and mix of that asked for in the RFP. The project applicants Karen and Cole Ogando have presented both an architectural and fiscally viable project. In preliminary negotiations have revealed the ability of the project to move forward, with a lesser amount of up front capital from the CDA. Generally, the business plan for the project is viable through a combination of deferred fees, a ongoing lease agreement and smaller fiscal concessions of the CDA.

The JDS Project also represents the size and mix that is asked for in the RFP. Applicants from JDS have presented an architectually desirable project, however the required fiscal participation of the CDA and the non-commitment on the total buildout of the project make it a less desirable option.

This project is a critical element to the long term economic revitalization of Downtown Winters. The anticipated infusion of the combined business and retail will add needed life into an emerging business climate. The need to select a viable project which in its business plan will be successful is critical.

The recommended project at this time is that proposed by Monticello Investors. Both the fiscal viability, along with the overall commitment of the project developers to develop the entire site in a single phase is viewed as the most viable project of those proposed. Both the proposal and fiscal review make this the project selection of both Staff and the CDA Subcommittee.

Based on a review of both projects, it is recommended that the CDA authorize Staff to enter into a 90 day exclusive negotiation period with Monticello Investors.



**COMMUNITY DEVELOPMENT AGENCY
STAFF REPORT**

TO: Honorable Chairman and Board of Directors
DATE : July 19, 2005
THROUGH: John W. Donlevy, Jr., City Manager
FROM: Cas Ellena, Redevelopment Manager
SUBJECT: Main Street Village Project and the Disposition of the Community Development Agency Owned Parcel on the East Side of Railroad Avenue between Abbey Street and Main Street, APN 003-224-001

RECOMMENDATION: Staff recommends the Community Development Agency ("CDA") authorize the Proposed Next Steps identified by the CDA's financial consultant, Urban Futures regarding the disposition of the CDA Property on the east side of Railroad Avenue between East Main Street and Abbey Avenue.

BACKGROUND: On September 30, 2003, the Planning Commission approved a Site Plan (attached as Exhibit "A"), for the Main Street Village Project which encompasses the 1.823-acre site (Assessor Parcel Numbers 003-224-01, 02, 03, and 04) in downtown Winters bounded by Railroad Avenue on the west, East Main Street on the south, Elliot Street on the east, and East Abbey Street on the north (the "Site"). The Main Street Village Project proponents, John Siracusa and Paul Fair, and Elliot Landes and Albert Vallecillo, expressed a desire to proceed with the development of a mixed-use commercial/residential project on the Site.

On November 18, 2003, the CDA approved disposition and development deal terms for the Main Street Village Project and authorized the execution of a Disposition and Development Agreement with Main Street Village Project proponents (November 18, 2003, agenda item attached as Exhibit "B"). In summary, the DDA deal terms provided for the development of the Site in five phases as follows:

Phase 1. Main Street Village Project Proponents John Siracura and Paul Fair will start rehabilitation of the old Waggoner School library building and the JDS Builders Group office at 7 East Main Street by Spring 2004.

Phase 2. Main Street Village project proponents Elliot Landes and Albert Vallecillo will start the rehabilitation of the Penmakers building located at 8 East Abbey Street by Spring 2004.

Phase 3. Main Street Village project proponents John Siracusa and Paul Fair will start construction of the new building planned for Railroad Avenue near the intersection of Railroad Avenue and East Main Street in 2005.

Phase 4. Main Street Village project proponents Elliot Landes and Albert Vallecillo will start the construction of the new building planned for 6 East Abbey Street in 2006.

Phase 5. Main Street Village project proponents Elliot Landes and Albert Vallecillo will start the construction of the new building planned for Railroad Avenue near the intersection of Railroad Avenue and East Abbey Street in 2007.

The Main Street Square Project Phasing Map, dated November 2, 2003 is attached as Exhibit "C".

On September 7, 2004, the CDA purchased the property on the east side of Railroad Avenue between East Main Street and Abbey Avenue, Assessor's Parcel Number 003-224-01, ("CDA Property") from the City. The purchase price was based on the market value identified in the Appraisal Report prepared by Bartholomew and Associates prepared September 17, 2003, which valued the property at \$120,000. The purchase/acquisition put the CDA in a position to be able to enter into a DDA with the Main Street Project Proponents for development of the Site.

DISCUSSION: To date, the Project as anticipated in the November 18, 2003 staff report, has not come to fruition. Phase I has been substantially completed, but still has on-site, frontage and Certificate of Occupancy issues to be completed; Phase 2, which was to start Spring 2004, has not commenced; Construction of Phase 3, scheduled to begin in 2005, has not begun; Neither Phase 4 nor Phase 5 have started, however, they are not scheduled to do so until 2006 and 2007 respectively.

The November 18, 2003 deal terms allowed for the Project Proponents to purchase the CDA Property in two half sections (one half to the partnership of John Siracusa and Paul Fair and one half to the partnership of Elliot Landes and Al Vallecillo), for a total of \$120,000 which was the appraised value. The Proponents were to be responsible for all costs associated with the lot split.

Splitting the CDA Property would entail a certain amount of risk to the CDA should one partnership move forward with the development of the Site and the other not. It would be prudent to enter into one DDA one entity for the uniform development of the CDA Property rather than two DDA's, one with each partnership.

Staff has met with both partnerships to discuss: the status of the November 18, 2003 deal terms; options for proceeding with the development of the Site; the scope of the desired future project; and the readiness of each partnership to proceed.

Because the deal terms, outlined in the November 18, 2003 agenda item, have not come to fruition and because a formal agreement has not been executed, legal and financial consultants have advised that the CDA is not required to abide by the deal terms.

It would be beneficial for the CDA given current conditions (i.e., the CDA is moving forward with the development of a Downtown Master Plan, low interest rates and developer interest) to identify a course of action for the disposition and development of the CDA Property and move forward. Staff enlisted the services of contract financial advisor, Richard Tillberg of Urban Futures to provide a reasoned opinion of the most effective and efficient way to proceed (attached as Exhibit "D").

Staff recommends the CDA authorize the following Proposed Next Steps:

1. Identify the level of development the CDA would like to see on the Site. As the Site is the prime commercial corner in downtown Winters, staff and consultants recommend a fairly intense level of development such as a 2-3 story, street-front, mixed-use structure with a brick façade which would tie into the historic downtown motif.
2. Send a Statement of Interest to both of the Main Street Village Project partnerships, stating the type and level of development identified in Item 1 above and requesting that each partnership indicate whether it has an interest in developing its own parcel and the CDA Property in accordance with the type and level of development identified.
3. If either or both partnerships indicate their interest in development their own parcel and the CDA Property in accordance with the type and level of development identified in the Statement of Interest, the CDA could then solicit proposals accordingly. If neither partnership indicates an interest, the CDA would be free to issue a request for proposal to the development community as a whole.

FISCAL IMPACT: None at this time.

ATTACHMENTS:

- Exhibit "A" - Planning Commission approved Planned Development Overlay Map
- Exhibit "B" - Main Street Village Project Phasing Map, dated November 2, 2003
- Exhibit "C" - November 18, 2003 CDA Agenda Item
- Exhibit "D" - Memo from Richard Tillberg dated July 8, 2005

Railroad Ave./Main St. Property

Request for Proposal

Winters Community Development Agency Request for Proposals

Railroad Ave. Property

December 28, 2005

The Winters Community Development Agency is seeking the development of the subject parcel for the construction of a fairly intense level of development such as a 2-3 story, street-front, mixed-use structure with a brick façade which would tie into the historic downtown motif.

The project should be mixed use. This means a combination of commercial, business/office and residential uses on the property.

The desire is that the proposal should include an aggressive timeline on the overall development of the site. This should occur within a period of 18 months from January, 2006.

A Downtown Master Plan has been developed and we are asking that the proposal include the themes expressed in this document. The final draft is included for your information.

The proposal should include the following elements:

1. **Project Proposers:** This should include all persons, partners and participants who will be involved in the project.
2. **Project Description:** This should include an overview of the site, building size and an estimated allocation of square footages for uses.
3. **Site Plan:** The proposal should provide for a tentative site plan. Elevations of the proposed look of the buildings and integration into the overall downtown is highly desirable, but not required. A description of the architecture is important and is required. Site plan to specifically identify the number and location of parking spaces to be provided on-site.
4. **Off-site Improvements:** The project should discuss the proposed streetscape improvements along Railroad Ave. and integration with the City's proposed Downtown Master Plan concepts.
5. **Timeline:** The proposal should include a development timeline from approval/acceptance of the project to completion.
6. **Financing:** The proposal should include a detailed pro-forma outlining projected costs, including the following:
 - a. A static (development) pro forma showing sources and uses of funds including: i) land cost (including Proposer's offer for City-owned land), ii) off-site costs, iii) "hard" construction costs, iv) "soft" costs (including A&E, fees, permits, legal, etc.), v) financing costs,

- vi) development contingencies, vii) projected rents, ;viii) cost of TI's, ix) anticipated vacancy rate, and x) M&O charges.
 - b. A dynamic (operating) fifteen-year pro forma showing: i) projected income per unit (per square foot, per residential unit, etc.), ii) projected lease terms and periodic rent increases, iii) vacancy rate, iv)_ CAM costs, v) other operating costs (provide detail), vi) NOI, vii) permanent loan assumptions, and viii) profits.
 - c. Discussion of financing of the project, including potential lenders or financing partners. An overview of financing the project should be included.
 - d. The Agency will review the pro formas to determine whether or not, in its sole discretion, there would be a need for Agency assistance.
7. **Integration with Master Plan:** The project should discuss its overall integration with the Downtown Master Plan. This should include an overview of the commercial/office component, architecture and themes for the project. A discussion of how the project will add to the overall goals of the Master Plan is a critical element.
8. **Past Projects and Ability to Perform:** The proposal should include examples of past projects and help in determining your overall ability to produce the proposed project.

Once received, the Community Development Agency will perform a comprehensive review of the proposals and schedule a meeting with you for review. Proposers should expect that a fiscal review by the Agency's financial advisor will occur to determine the viability of all projects.

Key criteria in the overall review of the project proposals will include:

- Quality of the overall project, including concept, diversity of uses and integration with the Downtown Master Plan.
- Architectural components of the project including design and materials.
- A demonstration of the proposers ability to implement the project within an aggressive time period.

This process will ultimately result in the Winters Community Development Agency and the developer entering into a Development Disposition Agreement. The Agency will enter into said agreement with a single party only.

Six (6) original copies of the proposal should be submitted to:

Winters Community Development Agency
318 First Street
Winters, CA 95694
Attention: John W. Donlevy, Jr., Executive Director

Winters Community Development Agency
Request for Proposals- Railroad Ave. Property
December 28, 2005
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Information regarding the detailed financing of the project should be mailed separately to:

Richard Tillberg, Vice President
Urban Futures, Inc.
3111 No. Tustin, Suite 230
Orange, CA 92865

All proposals should be submitted in sealed envelopes no later than Thursday, February 2, 2006 at 4:00 p.m.

Any questions regarding this Request for Proposals should be submitted to John W. Donlevy, Jr. Questions regarding the financial information should be directed to Richard Tillberg (714) 283-9334.

January 26, 2006

Karen Ogando
104 Wolfskill
Winters, CA 95694

RE: Railroad Ave. Property RFP- Amended Guidelines

Dear Karen:

As a participant in the Railroad Property RFP, we would like to amend the previous direction of the process as follows:

1. **Submittal:** The submittal deadline for the proposals is now February 17, 2006 at 4:00 p.m. to reflect the amended guidelines.
2. **Residential:** If you are considering residential uses as part of the project, we would request that the pro-forma include an option of 50% of the total units being "low income" affordable. Absent this item, please note that any residential will be required to include at least 15% affordable units.
3. **Parking On Site:** Parking will be required on-site for all residential units. As per the Downtown Master Plan, this would be 1.25 spaces for each unit.

As additional information regarding the project, please consider the following:

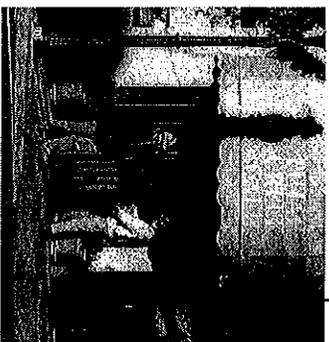
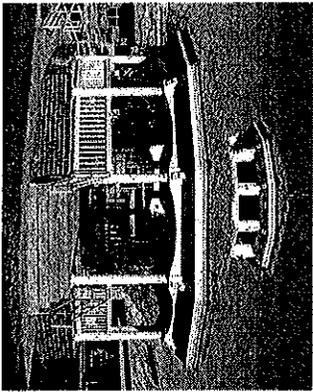
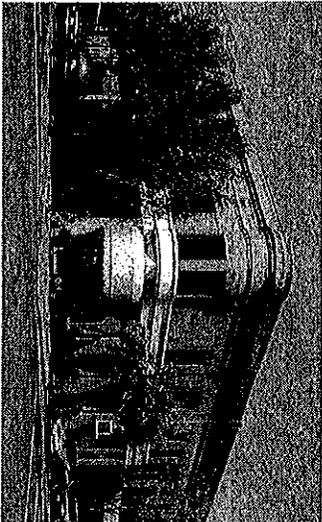
- The successful project developer will be required to enter into a reciprocal access, parking and maintenance agreement with the adjacent property owners. This agreement will require common access through the projects and cooperative maintenance of the parking and driveway areas. This is currently in development and will be provided as it becomes available in the next week.
- A reimbursement agreement and cost sharing for storm drainage and electrical utilities will be required with JDS Builders. These costs are in development and will be provided next week.

If you have any questions, please do not hesitate to contact me at (530) 795-4910 Ext. 110.

Sincerely,

John W. Donlevy, Jr.
City Manager

CITY OF WINTERS DOWNTOWN MASTER PLAN



*Prepared by the City of Winters
with assistance from
Bottomley Associates Urban Design & City Planning*

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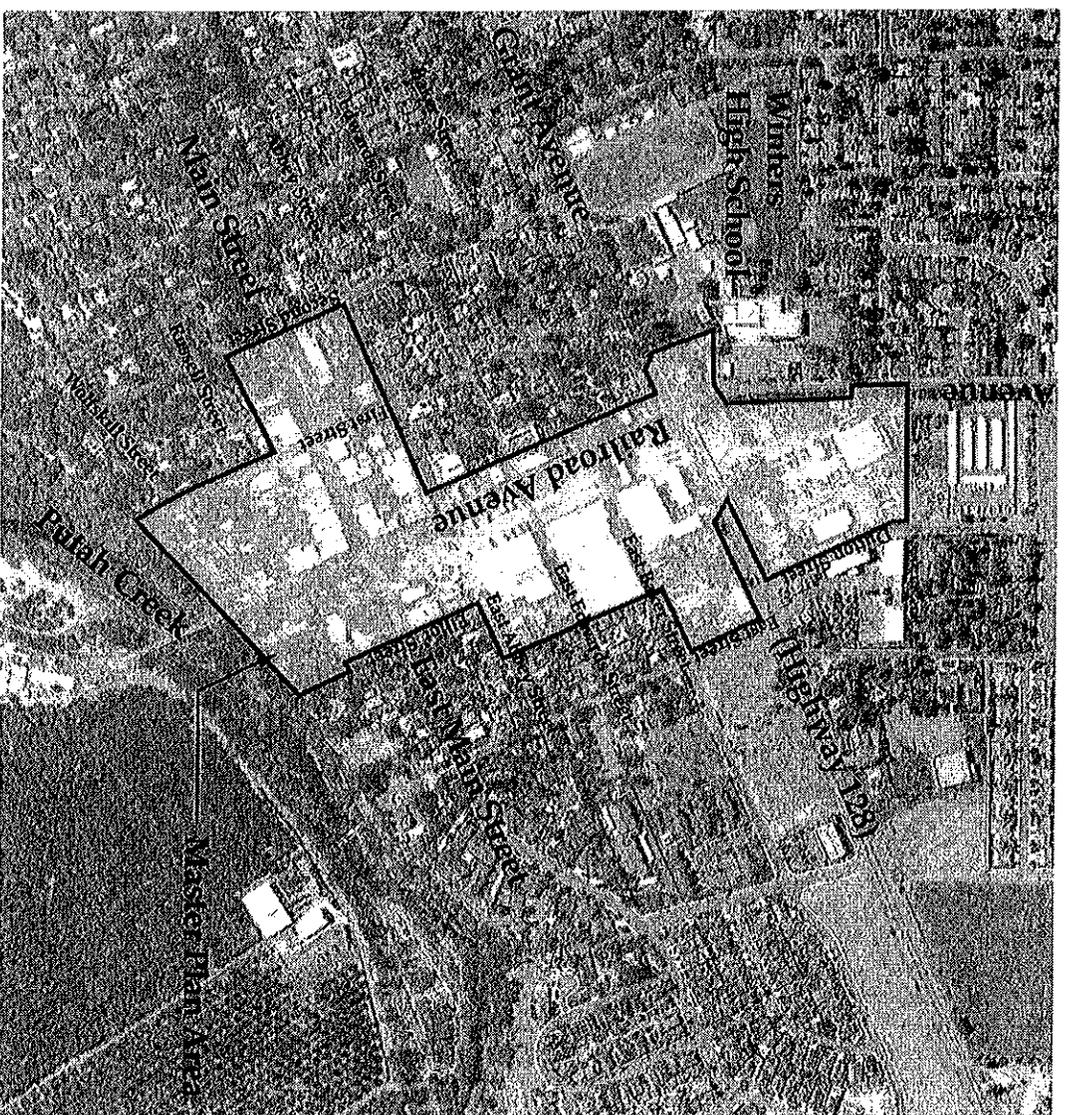
opportunities for new housing that supports Downtown and reduces pressure for growth on the city's perimeter. And improvement of streetscapes and public spaces will support Downtown as a community destination that attracts local residents as well as visitors.

The Downtown Master Plan Area

The Downtown Master Plan Area is about 53 acres in size. It incorporates the historic downtown commercial core along Main Street, with buildings dating back to the late 1800's. It includes properties along Main Street between Elliot Street on the east and Second Street on the west, along Railroad Avenue between Grant Avenue/ SR 128 on the north and Wolskill Street on the south; and portions of adjacent blocks along Abbey, Edwards, and Baker Streets. The northerly boundary includes "downtown gateway" properties at the northeast corner of Railroad and Grant Avenues. The Master Plan Area is bounded by Putah Creek on the south.

The Winters *General Plan* designates most of the Master Plan Area as "Central Business District (CBD)." This designation provides for restaurants, retail, services, offices, hotels, multi-family residential units, and similar and compatible uses.

The Master Plan Area is within the Community Development Agency (CDA) Project Area as well, with current CDA projects including a new downtown parking lot, renovation of an historic trestle bridge for pedestrian and bicycle use, a storm drainage facilities upgrade to support new development, a facade improvement program, and a pedestrian-oriented street lighting project.



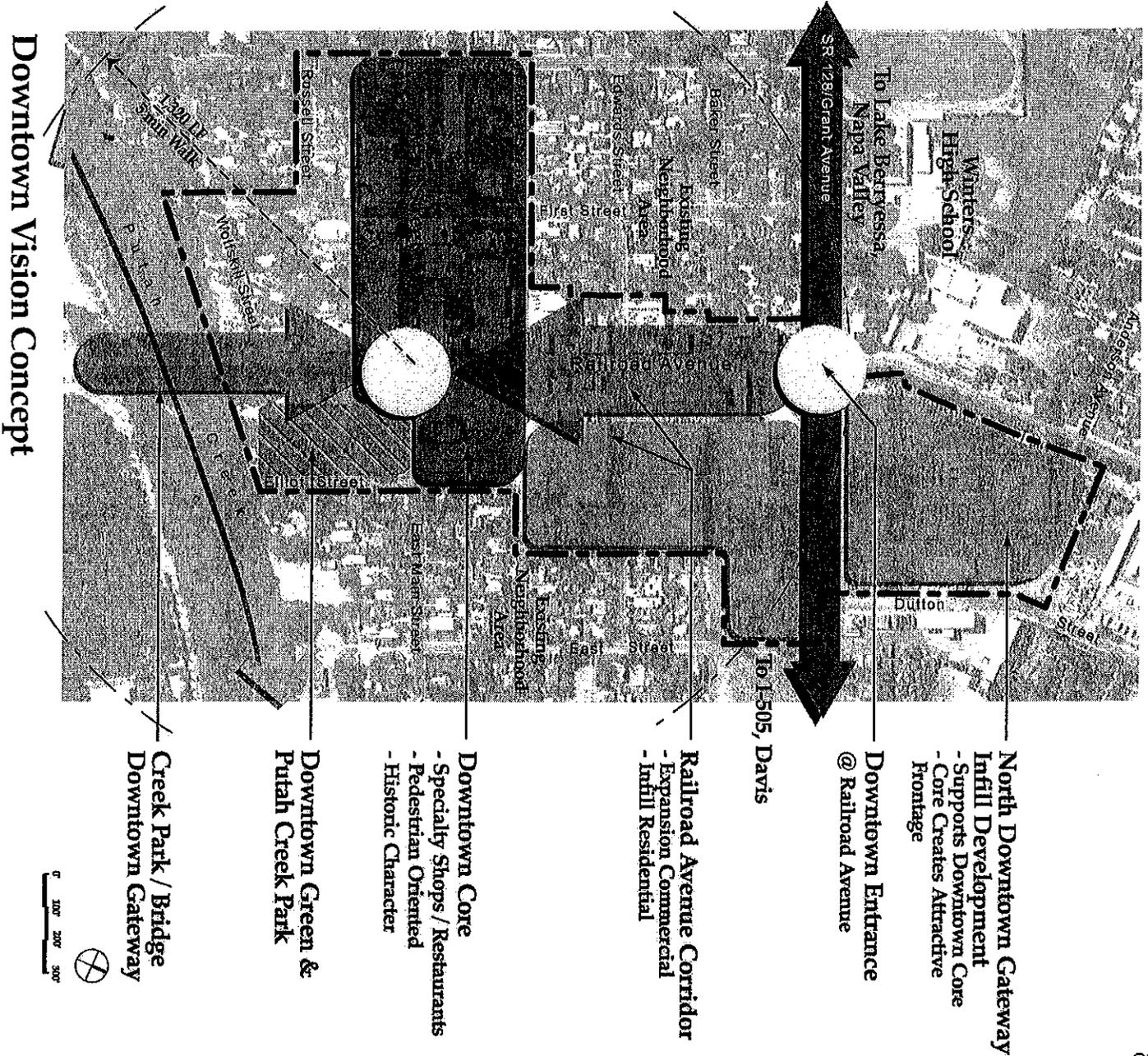
Downtown Master Plan Area

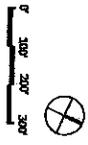
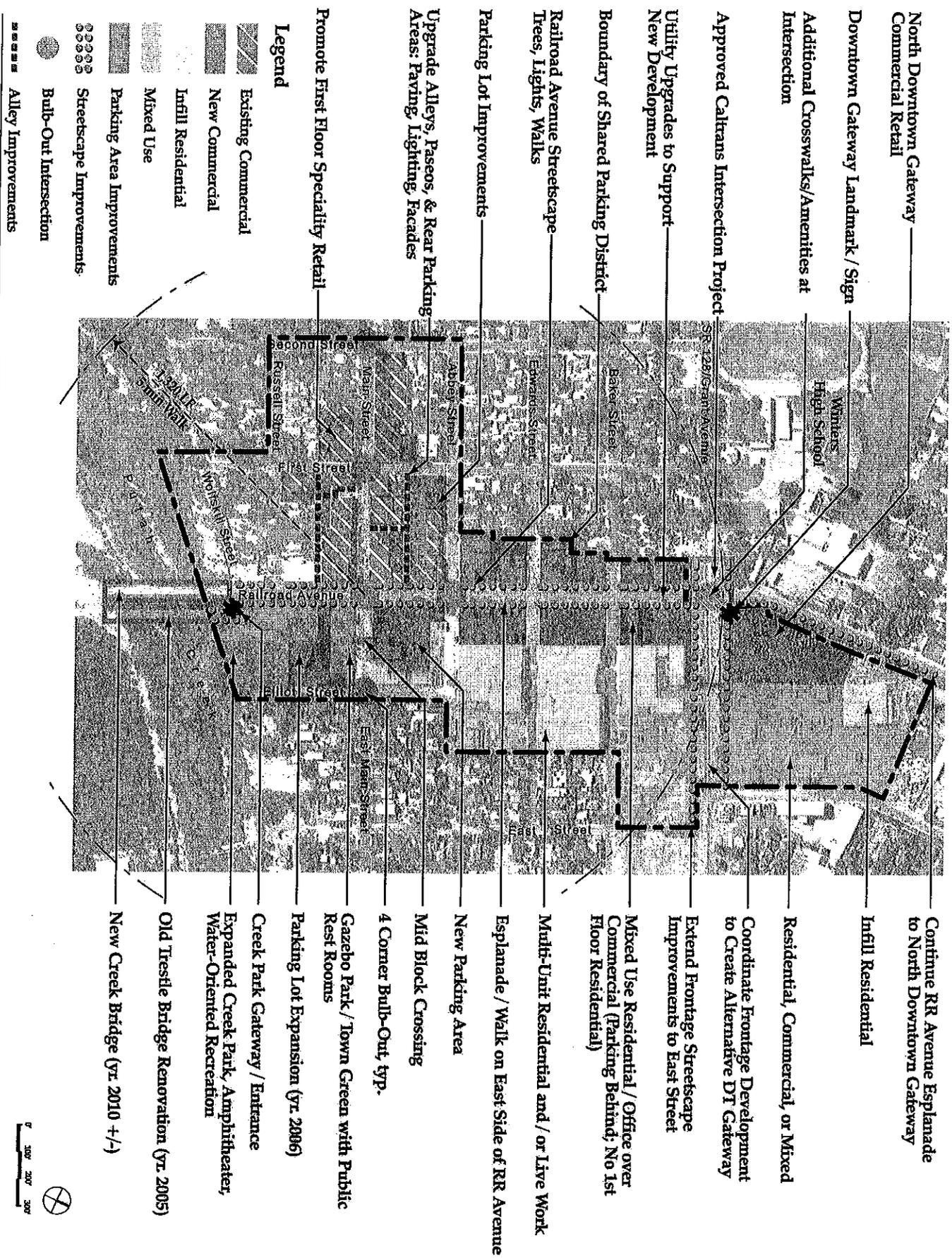
Recent private sector investment in Downtown Winters includes the Main Street Village project, currently underway with rehabilitation of two buildings that now house Steady Eddy's coffee shop, Ficelle's restaurant, and Textures home decor and gifts.

space (or residential units) could be provided in second or third floor space above. Infill residential development on land to the east could accommodate over 200 residential dwelling units.

3. **Improve the Railroad Avenue Streetscape.** Railroad Avenue is one of the most visible streets in the city, linking Main Street to Grant Avenue/Route State 128. As noted under Objective 2, frontage properties have the potential for significant new commercial and residential development. To attract and support this new investment, traffic calming measures and streetscape amenities, such as corner bulb-outs, street trees and pedestrian-oriented street lights, are recommended. Ideally, new development and streetscape improvements together would reshape Railroad Avenue as an attractive Downtown expansion area.

4. **Create an Attractive North Gateway to Downtown.** Grant Avenue is the city's most heavily-used roadway. New development and frontage streetscape improvements are needed to create an attractive Downtown and community image. As existing light industrial and storage uses phase out over time, new development and streetscape improvements should be coordinated on the north and south sides of the street to create a harmonious appearance. A Downtown Entrance Sign should be installed to direct visitors to Downtown.





Vision Plan

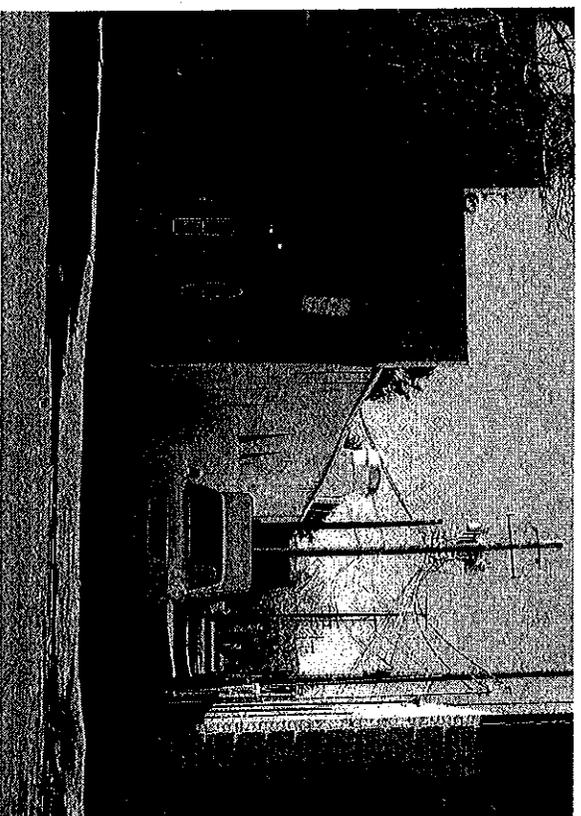
Streets and Public Spaces

Principal streets in the Master Plan Area are Main Street, Railroad Avenue, and Grant Avenue/SR 128. The two-block segment of Main Street between Second Street and Railroad Avenue is the heart of Downtown Winters. In this area, the street has angle parking on both sides, with a curb-to-curb width of 60' and sidewalk widths of 10'. Historic commercial buildings line the street between First and Railroad, and together with street trees and period street lights combine to create an attractive, pedestrian-oriented commercial district. A mix of commercial buildings and residences converted to commercial use line the southerly frontage between First and Second. A mix of businesses, including Eagle Drug and Buckhorn Catering are located along the northerly frontage.

Mid-block alleys parallel Main Street, providing service access to frontage buildings. Alleys are approximately 11' wide, with paving in need of repair and utility poles that constrain vehicle and pedestrian movement.

Railroad Avenue is an "edge street," as indicated under "Land Use and Development Pattern," above. A mix of commercial retail, service, and public facilities are located along the westerly frontage. Warehouses, storage facilities, and frontage parking lots are located along the east. North of Main Street Railroad is 40' in width, and 44' wide to the south. Street trees and post-top pedestrian street lights are located between Russell and Abbey, flanking Main Street on the north and south. A 10' concrete sidewalk exists along the westerly frontage. A 12' asphalt walkway exists along the east, north of Main Street. A planting strip and 6' walk is located south of Main Street adjacent to the Community Center. Curb-side parallel parking is provided along both sides of the street.

From Main Street south to Putah Creek, a contiguous public open space area extends along the east side of Railroad Avenue. It includes Rotary Park, Downtown's principal public open space.



Midblock alleys parallel Main Street, providing service access to frontage buildings.

Planned expansion and reconfiguration of the Community Center parking area will shift parking south and east away from the corner of Main Street. This will integrate the Park and Gazebo with Downtown, providing a place to relax for Downtown patrons and a space for local concerts, small farmers markets, and other events.

The Winters Community Center, Creekside Amphitheater, and renovated Trestle Bridge pedestrian and bike way anchor Downtown on the south. The adjacent Railroad Avenue vehicle bridge is planned for replacement in 2010.

Downtown's subsurface sewer and water infrastructure is aging and needs to be upgraded to maintain efficiency and accommodate the minor capacity increases required to serve new development. A major storm drainage improvement project is planned for the Railroad Avenue corridor. Other upgrades are anticipated to be completed in conjunction with new development or additional city-sponsored capital improvement projects.

III. Plans and Policies

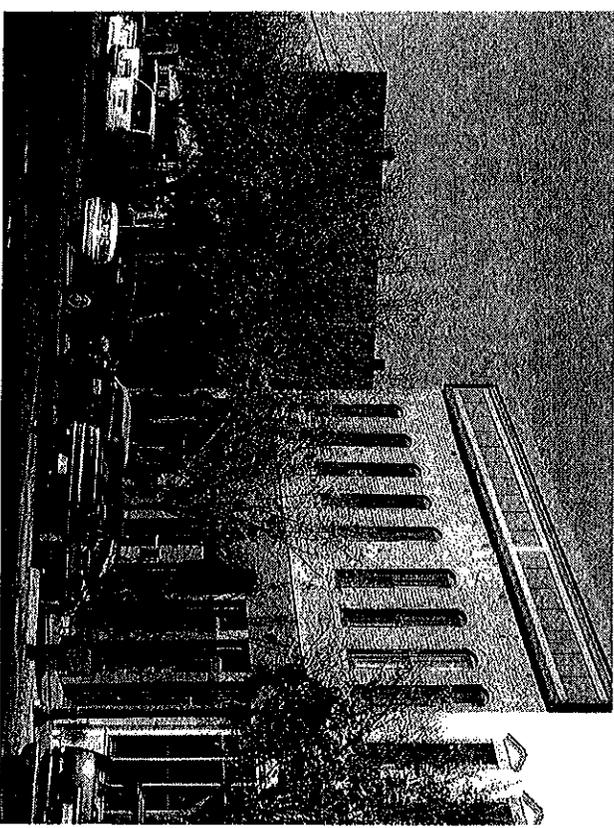
Shared Downtown Parking Standards

Existing Parking Supply. The Core Downtown blocks extending along Main Street from Second Street on the west to Elliot Street on the east contain approximately 100,000 square feet of first and second floor commercial space. As indicated by the “Core Area Parking Supply” map on the following page, the area contains a total of approximately 362 parking spaces, including the new Downtown Parking lot adjacent to the Community Center. (Parking planned for the Main Street Village development is not included in this total.)

Approximately 75%, or 270, of the existing parking spaces are publicly-accessible, shared by Downtown’s property owners, tenants, and patrons. Of these, 143 are on-street curbside stalls and 111 are provided by the Downtown Parking Lot. The remaining 25%, or 93 spaces, are located on private property, with some in formal paved lots and some in informal gravel areas. As the “Parking Supply” map illustrates, parking is concentrated at the new lot on the east side of the district and along Main Street, which contains over 90 angle parking spaces.

Comparative Parking Standards. At current City of Winters parking standards, a total of approximately 530 parking spaces, or an average of 5.3 spaces per 1,000 square feet of commercial space, would be required to serve existing commercial development. With a supply of 362 spaces, this would yield a deficit of 168 spaces. Much of this required parking would be for restaurants and cafes based on a current standard of 1 space per 3 occupants, or between 15 and 20 spaces per 1,000 square feet of floor area. If current standards were applied literally, with parking for each tenant required on-site and no consideration of shared on-street parking, the area’s parking deficit would actually be 437 spaces.

Current standards are based on “standalone” land use assumptions; i.e., that patrons make a separate driving and parking trip to visit each business. This may be typical for isolated commercial properties or for strip commercial corridors, but it is not the way downtown or neighborhood commercial districts typically function. In pedestrian-oriented areas, patrons typically walk to multiple destinations from a single parking space, and peak demand for shops and for restaurants often occurs at different times of day. Fewer spaces are needed because they are shared by multiple businesses.



Approximately 75% of the existing parking spaces in Downtown Winters are in the form of shared, on-street parking. Of these, almost half are located on Main Street.

A number of cities have adopted shared or “blended” minimum parking standards for their downtown districts. Four examples are listed below:

- *Downtown Petaluma*: 3.3 spaces/1,000 sf ground floor commercial
- *Downtown Hercules*: 2.5 spaces/1,000 sf ground floor commercial
- *Downtown Napa*: 4 spaces/1,000 sf ground floor; 3,000 sf upper floors

(Source: City of Napa)

Downtown Winters’ ratio of approximately 3.6 spaces/1,000 sf is comparable to the shared downtown parking standards for the cities listed above. Considering that some businesses are probably not generating maximum demand today, there is actually likely to be a surplus of parking today.

New Parking Standards. Land use-based parking standards should be consolidated and the average number of spaces required Downtown should be reduced based on shared parking assumptions. The following standards are recommended:

- **First Floor Commercial/Restaurant - 3 spaces/1000 square feet**
- **Upper Floor Residential - 1.25 space/dwelling unit**
- **Upper Floor Office- 3/1,000 square feet**
- **Existing and new curbside parking should be considered as contributory to parking requirements.**

These standards would apply primarily to new development along Railroad Avenue, as the Downtown Core’s existing parking supply should be enough to accommodate the new occupancies and expansions likely to occur in the foreseeable future. However, the distribution of patron and employee parking in the district could be

improved; see the following section and Chapter V, “Mid-Block Parking Areas,” for a discussion of recommended additional public parking areas.

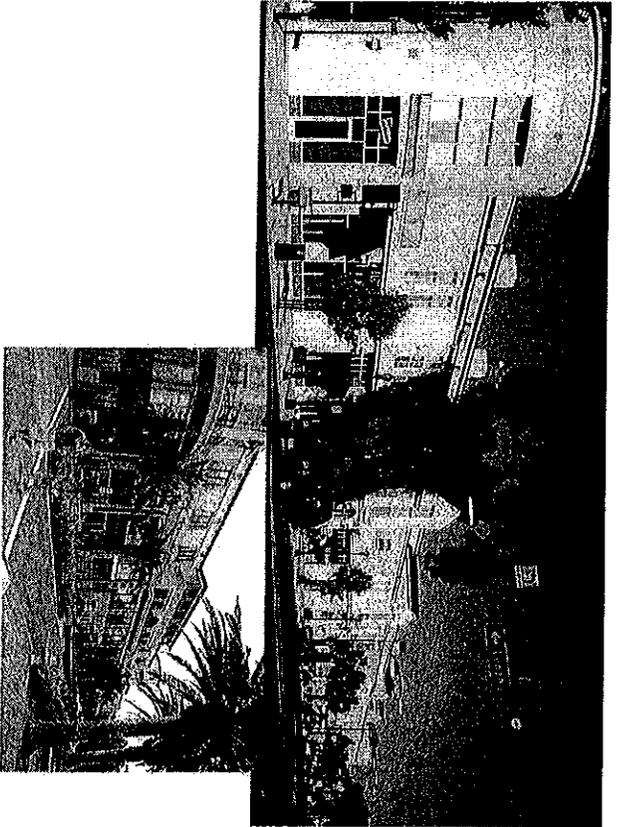
In addition, the City should pursue reciprocal access agreements for privately-owned parking lots to allow use by the general public during non-business hours.

Employee Parking. Perceived parking shortages in Downtown tend to result from employees parking in prime on-street parking spaces that should be reserved for Downtown visitors and patrons. Employees should generally park in less-accessible locations. The City and Downtown’s business owners should work together shift employee parking from Main Street to the new Downtown Lot and possibly new alley and mid-block parking areas.

Railroad Avenue Corridor/Mariani Properties

The properties of the Mariani Nut Company and the adjacent City corporation yard total approximately 8.5 acres. Existing storage and warehouse structures are not likely to remain indefinitely, given the Mariani Nut Company’s plans to consolidate facilities and generally increasing property values in the Downtown area. The corporation yard is not a facility that requires a Downtown location. These properties are a major development opportunity that offer the potential to support and expand a vital Downtown district for years to come.

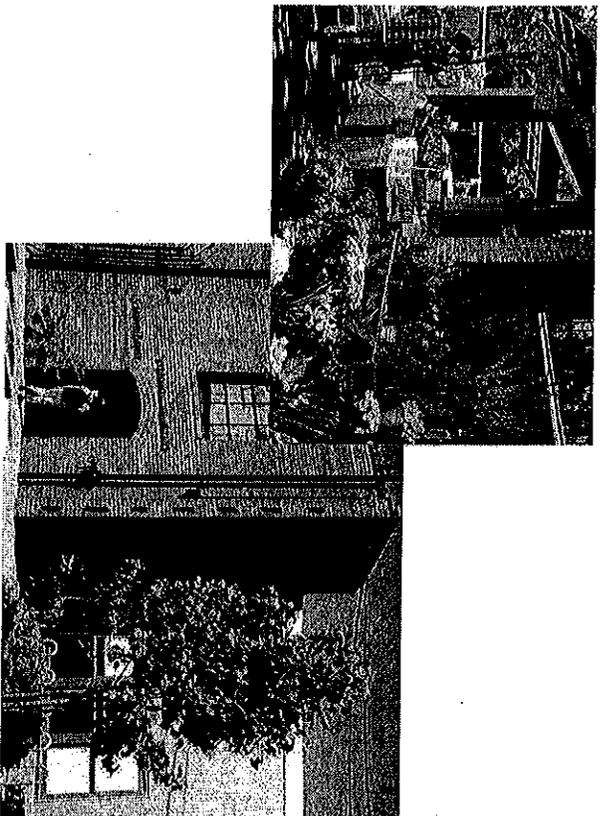
New development in the Railroad Corridor area should expand Downtown’s commercial and residential base. Consistent with the *Downtown Market Evaluation*, the area is the preferred location for accommodating the 30,000 to 50,000 square feet of first floor commercial space estimated for 2020. The Railroad Avenue frontage should provide space for local- and convenience-oriented businesses, such as small food markets, hair salons, and office/



Continuous first floor commercial frontage with residential/office above is recommended for the Railroad Avenue corridor.

North Downtown Gateway Site

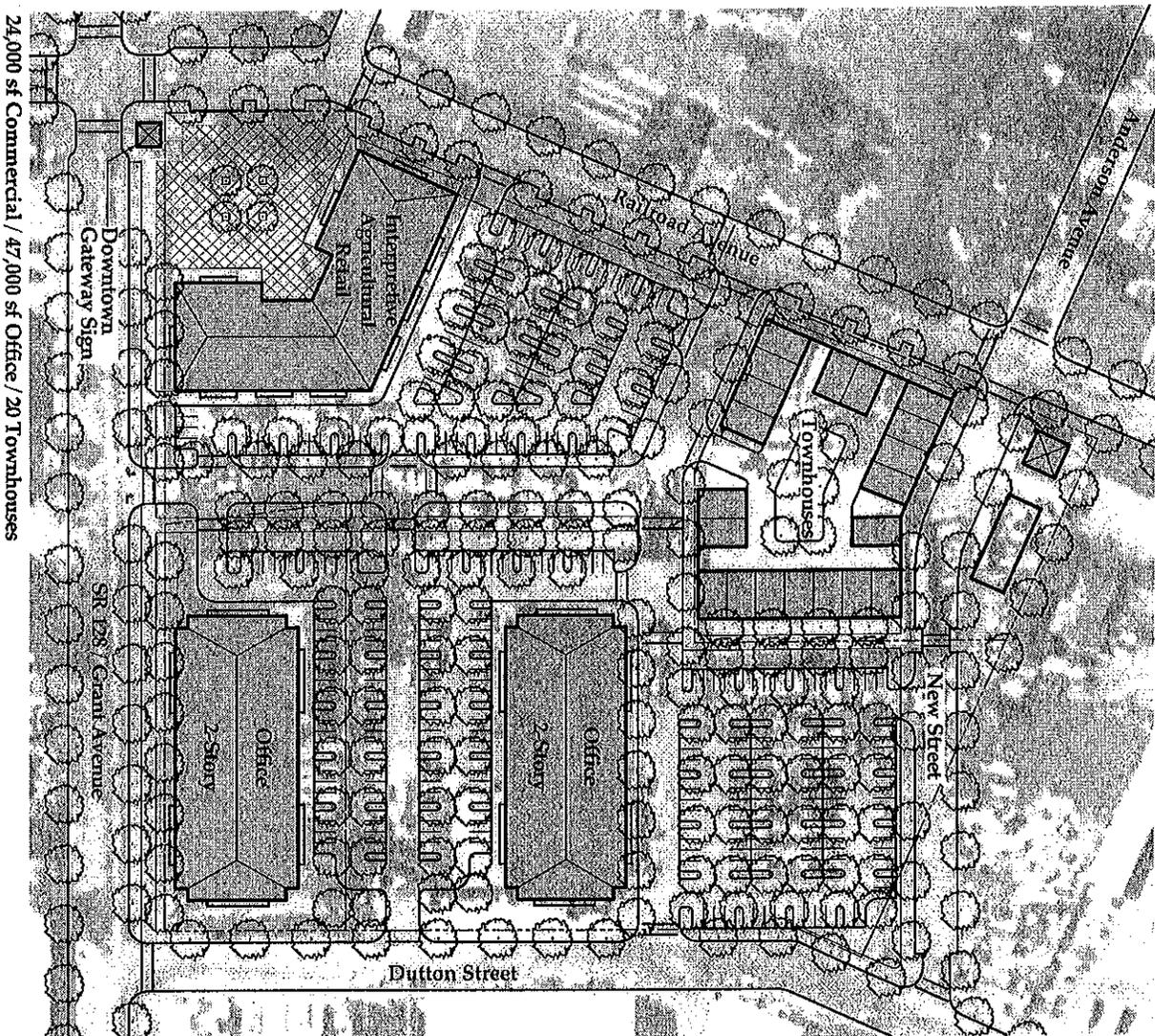
The "North Downtown Gateway Site" is approximately 9.1 acres in size, located at the northeast corner of Railroad and Grant Avenues. It consists of three parcels: A vacant warehouse site on the northwest corner; a staging and truck storage yard owned by Double M Trucking that occupies the bulk of the site, and; a small maintenance office and storage yard owned by the Winters Joint Unified School District on the southeast corner. The North Gateway Site is significantly underutilized in terms of existing land use given its location on Highway 128 and its proximity to Downtown. Current development and frontage conditions do not project an attractive community image or create an attractive entrance to Downtown.



"Marquee Agricultural Retail" examples (top); the North Gateway Site (above)

elements: The corner site at Railroad and Grant is reserved for an "Agricultural Commercial" enterprise; A Downtown Winters Entrance sign is located adjacent to the intersection; A "New Street" extends Anderson Avenue, consistent with current City policies. Curbside parking is provided along the Railroad Avenue and Grant Avenue frontages; An attractive, boulevard frontage with sidewalks, street lighting, and street trees is provided along Grant Avenue. A broad pedestrian walk or esplanade is located along the east frontage of Railroad Avenue.

- Concept A** - Approximately 32,000 square feet of commercial space is concentrated within a single footprint for the marquee agriculture development. The Grant Avenue frontage is split between commercial and residential development. Approximately 91 townhouses are shown on the remaining land area, with new cross streets to provide access to internal garage and parking areas. Townhouses are arranged in street-like blocks, with pedestrian paths linking north/south through to Grant Avenue. Ideally, new residential development on the south side of Grant Avenue would complement the townhouses depicted on the north side.
- Concept B** - The Grant Avenue frontage is split between commercial and office development, with a marquee agriculture building at the corner and two, two-story, locally-oriented office buildings to the east. Commercial area totals approximately 32,000 square feet, office approximately 70,000 square feet. One cluster of approximately 20 townhouses is depicted at the northerly portion of the site.



North Downtown Gateway Site - Concept B

Continue RR Avenue Esplanade to North Gateway (Coordinate w/ New Development)

Downtown Gateway Landmark/ Sign

Additional Crosswalks/ Amenities at Intersection

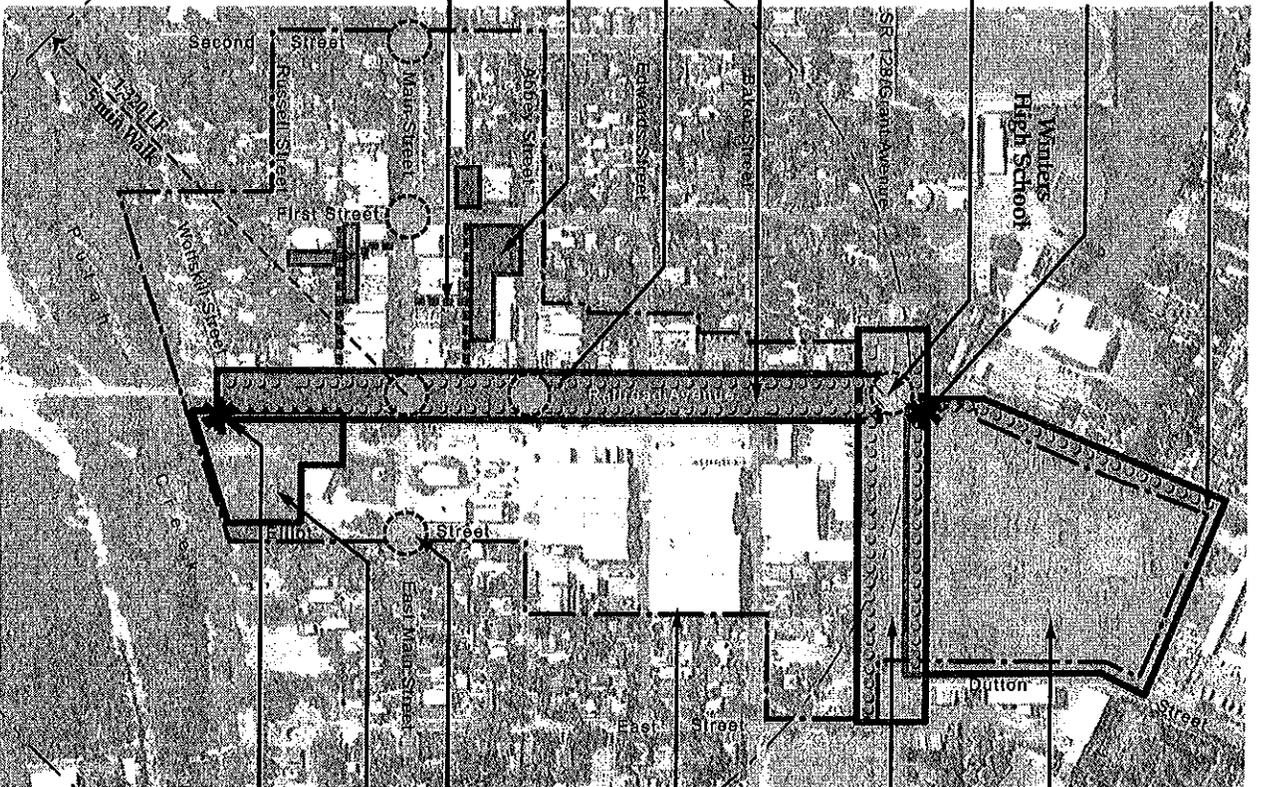
Utility Upgrades to Support New Development

Railroad Avenue Streetscape Trees, Lights, Walks

Parking Lot Improvements

Upgrade Alleys, Paseos, & Rear Parking Areas: Paving, Lighting, Facades

- Legend**
-  Parking Area Improvements
 -  Streetscape Improvements
 -  Bulb-Out Intersection
 -  Alley Improvements



North Downtown Gateway Redevelopment

Extend Grant Avenue Streetscape Improvements to East Street (Coordinate w/ New Development on Both Sides)

Downtown Master Plan Area

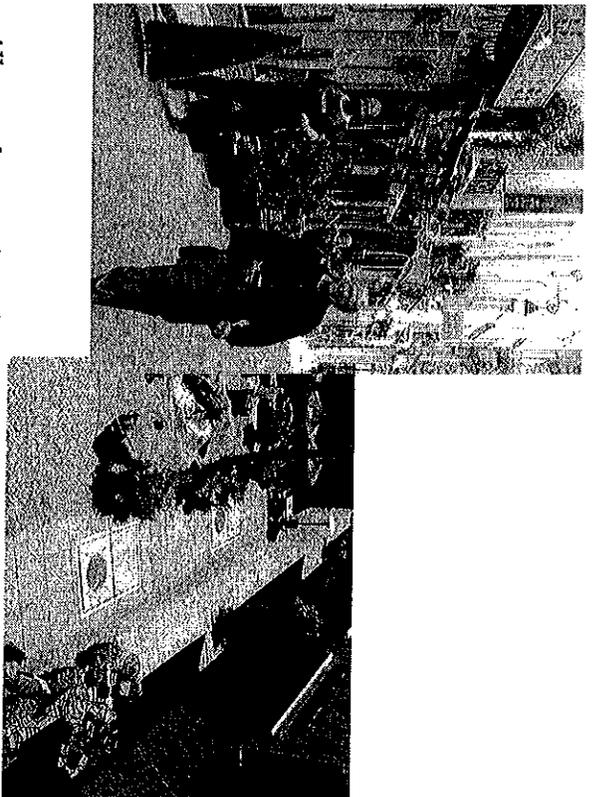
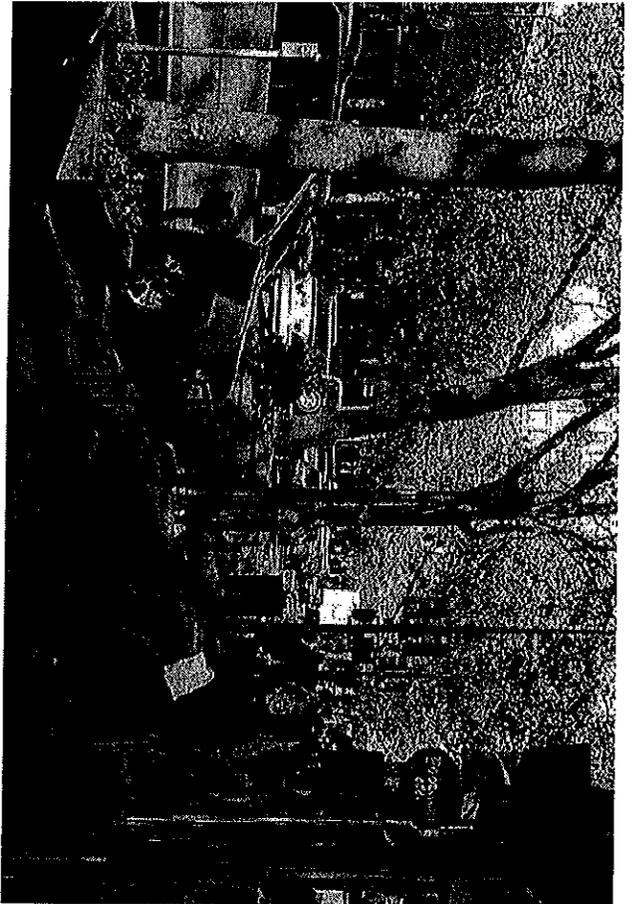
4 Corner Bulb-Out, Typ.

Expanded Creek Park, Amphitheater, Water-Oriented Recreation

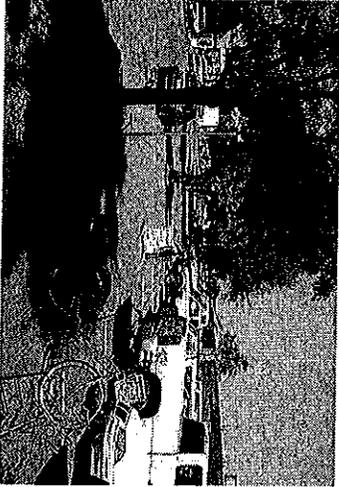
Creek Park Gateway / Entrance



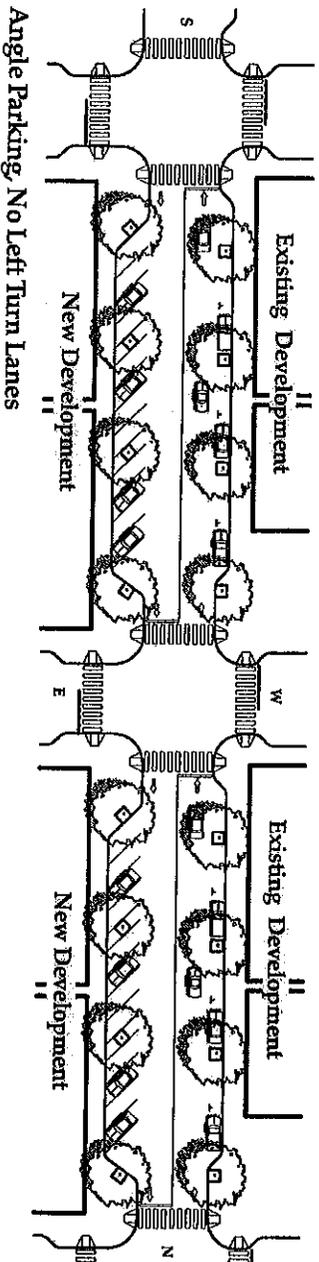
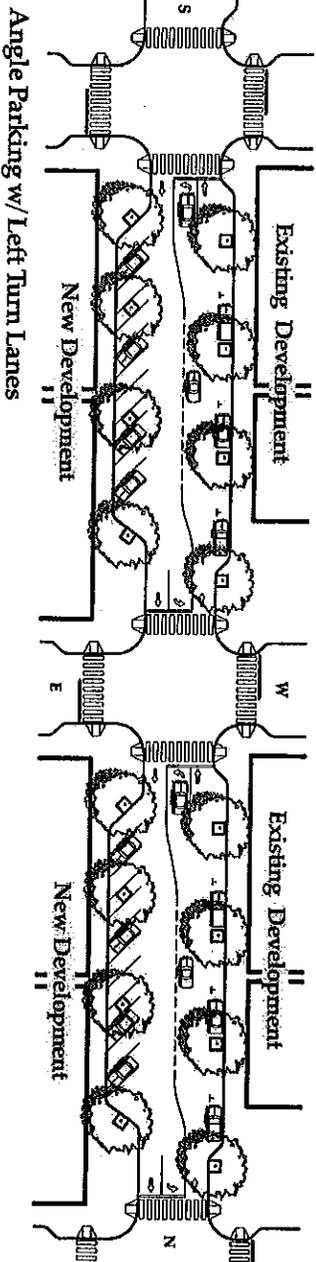
Downtown Revitalization Projects



Alleys can be attractive pedestrian spaces, and still provide service and parking access as shown in the photos above.

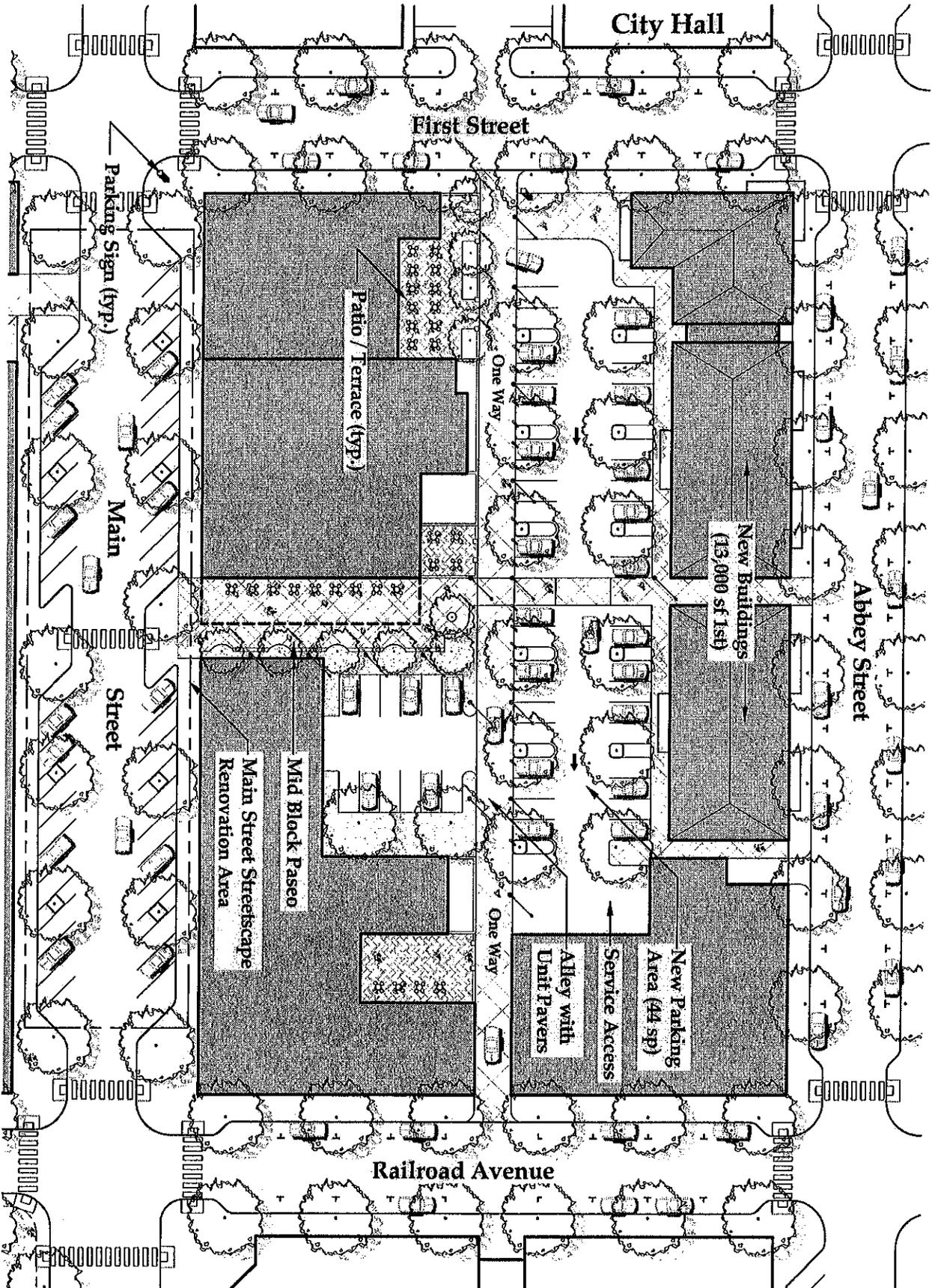


Street improvements proposed for Railroad Avenue include street trees located between angle parking stalls (above). Left turn lane and No left turn lane design options are depicted right.



Railroad Avenue

Core Block A



patrons of local businesses. They could also provide overflow parking for evening-oriented uses, such as The Palms and Downtown's other restaurants and bars.

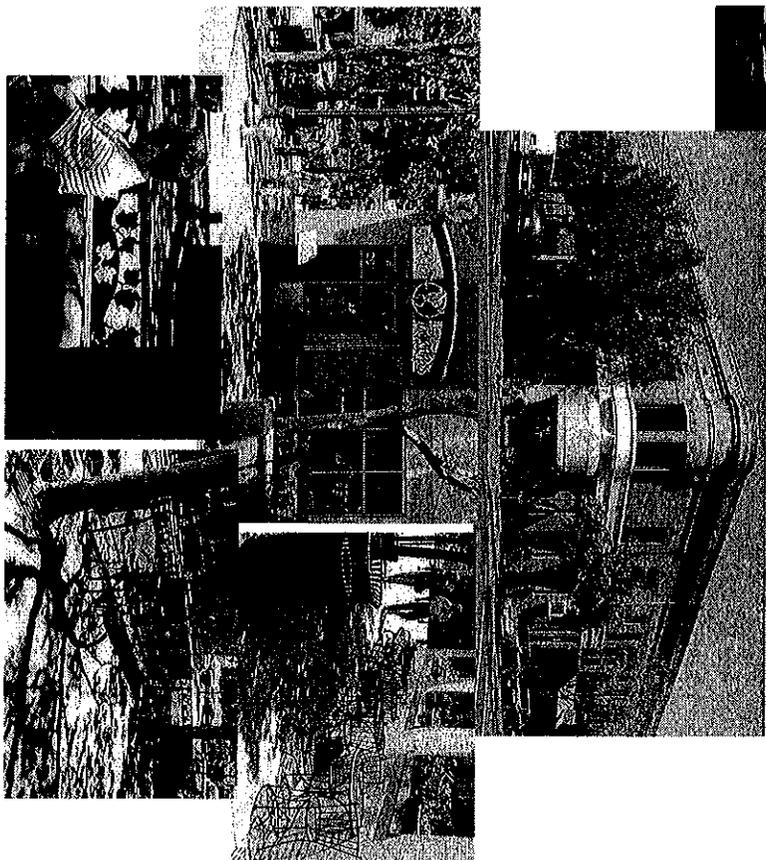
The mid-block lots are shown on lands that are privately owned and/or contain existing structures. Access and parking-related improvements would need to be negotiated with existing landowners. The parking area shown in Core Block A is currently the site of Fire Station #26 and a print shop. The sketch shows new buildings along First and Abbey Streets as well as a new parking area. These new buildings could contain infill commercial space or infill residential units, consistent with the increased level of development and activity desired for Downtown. Parking areas should be paved with unit pavers or asphalt, framed by pedestrian walkways, and incorporate lighting and shade trees as space permits.

In Core Block B, the areas recommended for parking are gravel surfaces used informally for parking today. Improvement would not require re-development of adjacent properties. Similar to recommendations for Block A, parking areas should be paved with asphalt or unit pavers, framed by pedestrian walkways, and should incorporate lighting and shade trees as space permits.

Corner Bulb-Outs

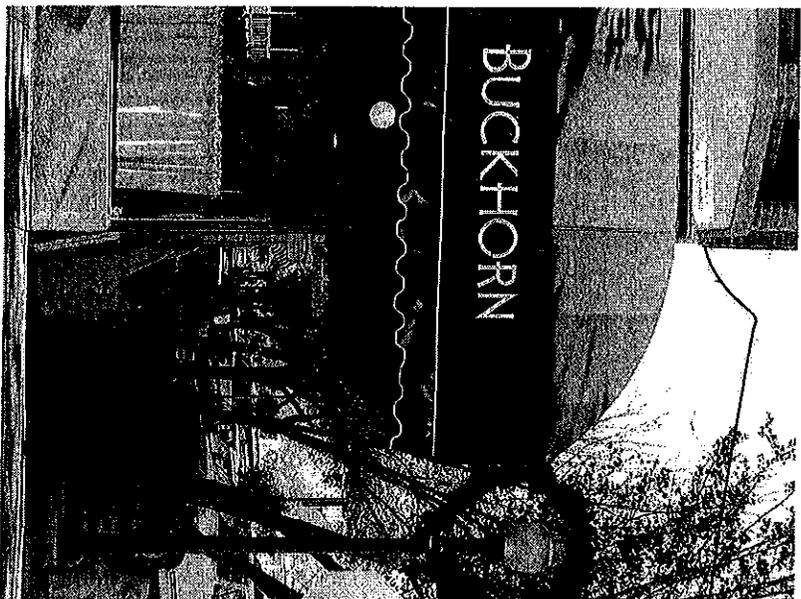
Corner curb bulb-outs are recommended at key pedestrian intersections in the Downtown Core. Locations are: Main/Second; Main/First; Main/Railroad; East Main/Elliott, and; Abbey/Railroad. (Bulb-outs are recommended for all Railroad Avenue intersections, vehicle turning conditions permitting, as part of the Railroad Avenue streetscape improvements.) A bulb-out has already been constructed at the northwest corner of East Main/Elliott, in conjunction with first phase development of the Main Street Village project. A bulb-out at the southwest could be constructed in conjunction with the Rotary Park/Downtown Parking Lot project.

The intersection of Main and Railroad is the most important and visible intersection in the Downtown Core, linking Main Street's concentration of shops and restaurants to Rotary Park, the Downtown Parking lot, and Community Center. The "Main & Railroad Intersection" sketch plan on the following page illustrates recommendations for this particular intersection, and could serve as a prototype for bulb-outs at the other locations as well.

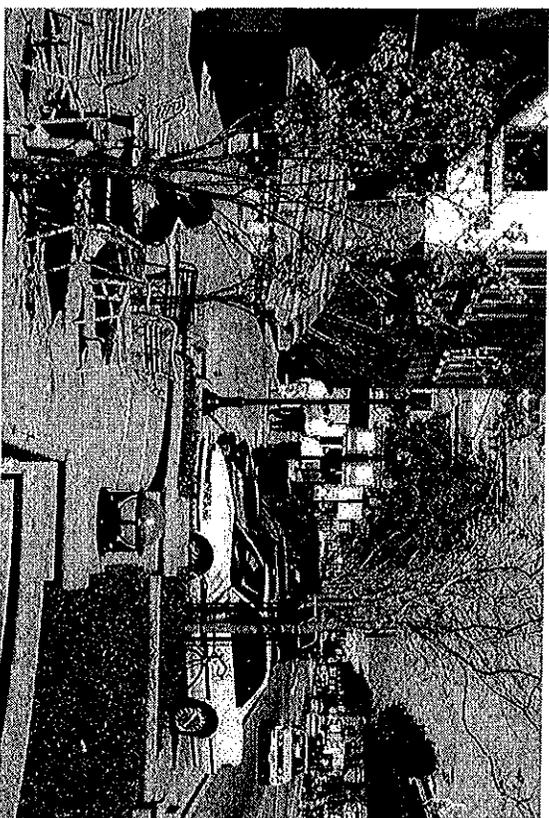


The Main and Railroad intersection (top) is recommended for "mini-plaza" bulb-outs. These would include space for outdoor dining as well as bike racks, newstracks, and other amenities.

Bulb-outs are shown at all four corners, with large bulb-outs adjacent to the angle parking areas on the west that could accommodate outdoor dining areas. A minimum roadway clearance of 30' is recommended on Main Street to accommodate two travel lanes. If a traffic signal is needed at some point in the future, initial evaluation indicates that a left turn traffic signal could maintain capacity consistent with current City standards. As depicted by the sketch, tables and chairs could be located adjacent to or away from frontage buildings. An ornamental fence is recommended to buffer seating from passing traffic.



While attractive, existing street trees constrain the use of sidewalk areas along Main Street.



Mid-block crosswalks offer opportunities to expand sidewalk areas. Trees located between parking stalls free up sidewalk space.

A large bulb-out should also be provided at the northeast corner adjacent to recently striped angle parking. Standard 5' to 6' bulb-outs should be installed at the other corners. Special paving is recommended for all crosswalks, and protective bollards and ADA-compliant ramps should be installed as well. To make crosswalks as well as ramps ADA-compliant (i.e., less than 5% slope), the City should consider "table" grading the adjacent roadway so it is flush or close to flush with the bulb-outs.

Main Street Streetscape Renovation

A mid-block pedestrian crossing should be considered to link the south side of Main Street to the proposed paseo and mid-block parking area on the north; see "Core Block A" sketch. Additional sidewalk space could be created along Main Street by relocating street trees to the angle parking zone, similar to recommendations for the east side of Railroad Avenue. This would free walks for outdoor cafe tables and merchandise displays as well as pedestrian movement. New street trees should be a deciduous species, with

V. Implementation Recommendations

This chapter describes the actions, costs, and/or financing approaches needed to put the *Downtown Master Plan's* policy and capital improvement recommendations into effect. Policy-related actions include incorporating *Downtown Master Plan* into the *City of Winters General Plan (2002)*, and the Five-Year Implementation Plan for the *Winters Community Development Project*. Establishing administrative procedures for Guidelines-related review and approval of projects within the *Downtown Master Plan* area is also required.

Capital improvements-related actions include establishing public-private financing mechanisms for the streetscape- and infrastructure-related improvements. The Winters Community Development Agency will assume the lead role for initiating capital improvement projects, facilitating new development through assistance with parcel assembly and financial incentives, and pursuing additional state and federal grant funding sources as needed.

Policy-Related Actions

Consistency with and/or needed amendments to existing city policies are described in this section. Amendments could be made on an individual, ad-hoc basis as needed to implement the *Downtown Master Plan*, or as part of new policy area for the district; see last section, "Focused Land Use and Development Standards," below.

General Plan Consistency. The *Downtown Master Plan* is a policy tool intended to implement *City of Winters General Plan Goals and Policies* that apply to Downtown. These include but are not limited to the following:

IA1 -The City shall seek to preserve Winter's traditional small-town qualities and agricultural heritage, while increasing its residential and employment base.

Goal B -To promote the development of a pedestrian-oriented central business district that includes retail commercial, office, residential, civic, cultural, and recreational uses.

IB.1 -The City's first priority for commercial development within the Central Business District shall be the area west of East Street and south of Grant Avenue.

IB.2 -The City shall promote infill development and the conversion of industrial buildings and properties to commercial uses in the Central Business District.

IB.4 - First Priority for ground floor uses in the Central Business District shall be given to retail uses. New residential and office uses shall be permitted on a case-by-case basis over ground floor retail uses.

LD.5 - New commercial and office development along Highway 128/Grant Avenue shall be designed to avoid the appearance of strip development

Goal VIII B -To create a well-defined, pedestrian-oriented downtown which serves as the center of Winters' commercial, civic, and cultural life.

The *Downtown Master Plan* area is located within the boundaries of the area designated "Central Business District (CBD)." Recommended forms of development and land uses – e.g., restaurants, retail, and multi-unit residential – are consistent with the *General Plan's* basic policies. However, the *General Plan's* Land Use Standards for the CBD area limit densities to a maximum of 20.0 units per acre, while the *Downtown Master Plan* recommends considering higher densities to accommodate forms of development that incorporate submerged parking. Implementation of the *Downtown Master Plan* would therefore require a General Plan Amendment to allow higher densities within the CBD-designated area.

- Continue efforts to improve the Putah Creek Nature Park with native plantings, trails, access points, interpretive signage, and other amenities.

Street Plan Lines. The *Downtown Master Plan* proposes the following right-of-way-related projects:

1. Establish a new right-of-way line along the easterly frontage of Railroad Avenue that accommodates angle parking between Grant Avenue and Main Street
2. Establish streetscape improvement easement lines along both frontages of Grant Avenue between Railroad Avenue and East Street
3. The City should establish a new intersection Level of Service (LOS) policy specifically for Downtown. The current General Plan LOS “C” policy applies to the entire City, and does not reflect the more pedestrian-oriented nature of circulation in an active downtown commercial district

Additionally, pedestrian crossings and curb returns at intersections are proposed at specific locations on Main Street and Railroad Avenue to make pedestrian movement safe and inviting. In order to provide for coordinated development of this area, plan lines for these new and modified streets and intersections must be adopted.

Downtown-Specific Land Use and Development Standards. The *Winters Design Guidelines* (1999) provide general design and development recommendations for the *Downtown Master Plan* area. Guidelines contained in the *Downtown Master Plan* compile those that address Downtown with additional guidelines to reflect specific recommendations of the *Master Plan*. However, these guidelines do not address land use, density, setbacks, and other quantitative aspects of development, nor do they address the

specifics of architectural design and detailing required to ensure that new development complements Downtown’s mix of historic architectural building forms.

The City should create a special zoning district that incorporates “form-based code” development standards and design guidelines focus on creating a lively, architecturally complementary, and pedestrian-oriented commercial district and infill residential area. This zoning district could be most easily created as a new “PD: Planned Development - Downtown” district, with all new development in the area requiring a Planned Development (PD) permit. Standards for land use, density, setbacks and design would be provided in a zoning code-like format that can be referenced easily by project applicants and designers and cited easily by City staff and public officials.

Adoption of a form-based regulations for Downtown would require amendment of the *General Plan* and the zoning code. As part of the adoption process, amendment of the land use boundaries and standards noted under “General Plan Consistency” and “Zoning Code Consistency” above, could be accomplished, as well as adoption of new parking and LOS standards. Additional standards related to street rights-of-way, easements, and/or funding of infrastructure improvements could be incorporated as well. If necessary, this new document would provide the basis for CEQA-related impact evaluation.

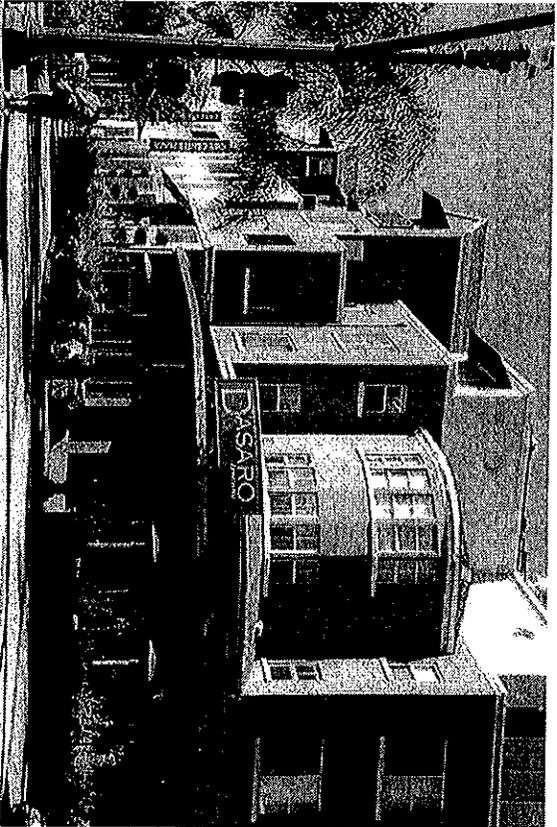
City Capital Improvement Program (CIP). Capital improvement projects recommended by the *Master Plan* will need to be incorporated in the City of Winters’s five-year Capital Improvement Program (CIP) and managed by the City’s Engineering Department. Estimated project budgets and time frames would need to be adopted by the City. Concept-level estimates of construction costs are listed in the following section.

- *Sacramento Area Council of Governments (SACOG) Programs:* This agency solicits project applications from public agencies and their partners for three transportation-related project areas: bicycle and pedestrian circulation, air quality enhancement, and community design.

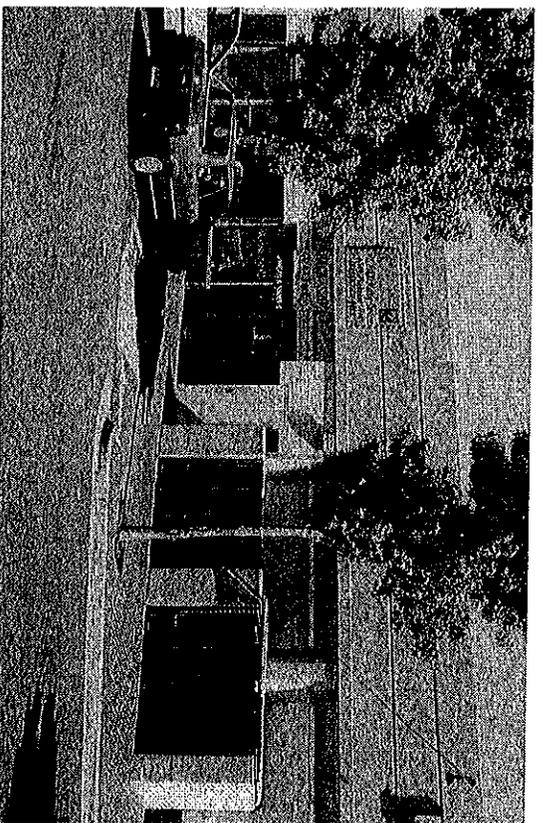
Local Funding. A number of the grants require that improvements be combined with transportation planning efforts and/or a local funding match. Given match requirements and the uncertainties associated with grants, City-based funding approaches will need to be maximized. Capital improvements could be piggy-backed on basic road maintenance projects funded by the State Gas Tax. Exactions are required from new development for directly-related capital improvements such as frontage curbs, walks, and streetscape amenities.

However, the majority of the recommended capital improvements will likely be funded by the Community Development Agency with tax increment financing. This is consistent with goals and objectives of the *Community Development Project*.

3. Landscape elements such as trellises, arbors, fountains, plazas, planters should be provided to accent pedestrian-oriented spaces between buildings, along street and parking frontages, and at other similar locations.
4. A comprehensive lighting program for Downtown should be implemented to create an attractive nighttime pedestrian environment, to highlight downtown's many attractive older structures, and to ensure personal safety.
5. Shared parking should be provided throughout the Downtown Core. Parking should be distributed for easy access and located behind buildings and/or in the interior of blocks to maintain continuous commercial street frontages. Reciprocal access agreements should be negotiated to allow parking in private lots.
6. Design guidelines to preserve and/or complement the historic character and architectural features of Downtown's buildings

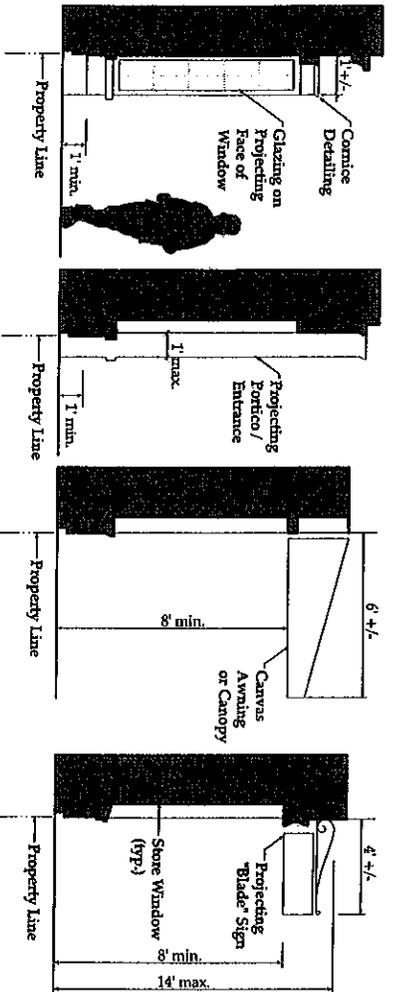


Residential dwelling units should be allowed on upper floors to support local businesses and create a lively Downtown.



Trash enclosures should reflect the materials of the principal building.

7. Attractively-designed arcades, canopies, and awnings may extend over sidewalks/ROW up to 10', provided they do not interfere with street lights, street trees, and/or other streetscape features. Upper floor balconies and window bays may extend over sidewalks/right-of-ways (ROW) up to 4', provided the clearance above grade is 8' or more and there is historic precedent for such modifications consistent with the National Historic Registry listing.
8. Main building entrance(s) should always face a public street or way, not side or rear parking areas. Secondary entrances to side or rear parking areas are acceptable and encouraged in most instances.



21. Substantial shaped/profile door and window frames, sills, and cornices are recommended, consistent with the detailing of Downtown's historic older buildings.

22. Multi-pane windows are recommended for first floor storefronts and for large upper level windows; operable windows are recommended for ventilation and natural climate control.

23. Blank wall area should be minimized, especially along highly-visible street frontages. Attractive surface materials and/or design detailing should be provided where large blank wall areas are necessary.

2. Railroad Avenue Corridor

1. Residential dwelling units should be allowed on upper floors to support local commercial businesses and to create a lively "all hours" downtown.

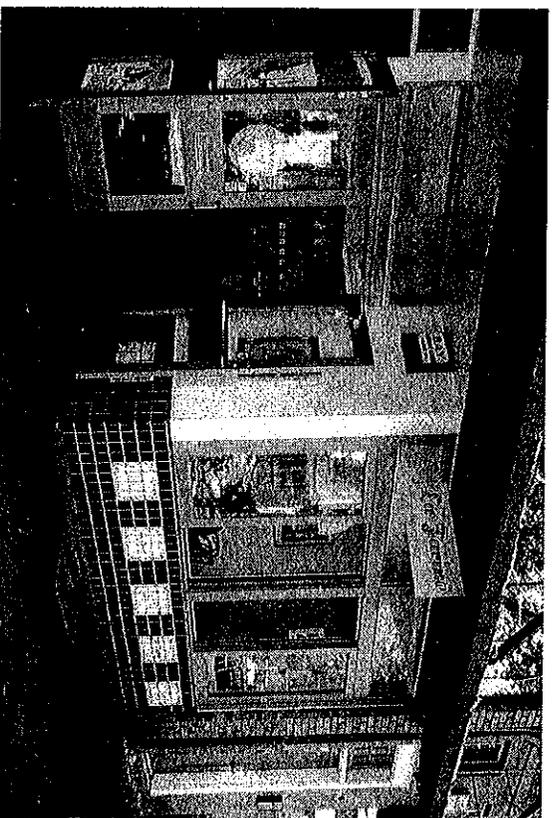
2. Structures along Railroad Avenue should be built to the property line/back of walk to create a continuous and attractive "street wall" that frames streets as public spaces. Portions of the building frontage may be setback up to 20' for outdoor seating, café space, plazas, and/or public art.

3. Landscape elements such as trellises, arbors, fountains, plazas, planters should be provided to accent pedestrian-oriented spaces between buildings, along street and parking frontages, and at other similar locations.

4. Driveway curb cuts should be minimized along Railroad Avenue in order to maintain a continuous building frontage; mid-block breaks in the frontage for pedestrian access ways are recommended.

5. Attractively-designed arcades, canopies, and awnings may extend over sidewalks/ROW up to 10', provided they do not interfere with street lights, street trees, and/or other streetscape features. Upper floor balconies and window bays may extend over sidewalks/ROW up to 4'.

6. Sidewalks and streetscape features along the east side of Railroad Avenue should be designed to create an attractive pedestrian



Recessed entries, transom windows, and an architectural base are recommended for storefront commercial buildings.

that recommended for the Downtown Core, and more contemporary design and materials may be employed.

23. Windows on upper floors should be vertical in proportion and complementary to the upper floor windows in Downtown's historic older buildings.

24. Doors, windows, and other forms of building fenestration should be inset from the adjacent wall surface. A minimum inset of 2" is recommended.

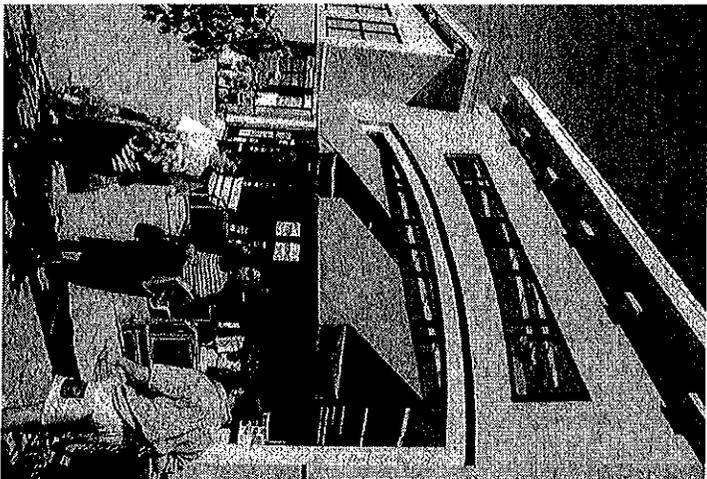
25. Sills are recommended for all windows

26. Multi-pane windows recommended, especially for large glazed areas.

Blank wall area should be minimized, especially along Railroad Avenue. Attractive surface materials and/or design detailing should be provided where large blank wall areas are necessary.

North Gateway / Grant Avenue Area

1. New development in this area should incorporate a bold urban statement, with mixed-use development, pedestrian walks, open spaces and bikeways.



Architectural variety should be used to reduce the scale of development.

2. Views south along Railroad Avenue should be enhanced with corner open/plaza spaces; the southeast corner of Grant and Railroad should be integrated with an esplanade link to Main Street and Putah Creek.
3. Left turn pockets with landscape island areas and distinctive crosswalks should be established on Grant Avenue.
4. Significant streetscaping and frontage walkways should be integrated into commercial/residential developments along Grant Avenue, Railroad Avenue, and Dutton Street
5. Variable setback(s) for landscaping, public spaces, etc., should be considered along Grant Avenue.
6. Only monument/architectural signs of 6 to 8 feet maximum height should be used; pole-mounted signs should be prohibited. Depending on sign size and location, however, Caltrans review of monument signs may be required.
7. Lighting of buildings along street frontages should be consistent with Winters' small town character
8. Parking areas should be setback from frontages and/or located behind commercial and residential structures. Frontage parking areas and views of parked cars should be minimized. Canopy trees should be used generously to provide shade.
9. Architectural variety in facades, details, floor levels, etc., should be employed to reduce the scale of development and maintain a small town character
10. Architecture should blend existing styles found in Winters.
11. The North Gateway Area should include a "local landmark" or "magnet" development that encourages visitors to stop and explore the town.

Acknowledgments

Winters City Council

Dan Martinez, Mayor
 Woody Fridae, Mayor Pro Tem
 Harold Anderson
 Steven C. Godden
 Tom Stone

Winters Planning Commission

John "Jack" Graf, Vice Chair
 Cecilia Curry
 Don Jordan
 Pierre Neu
 Ed Ross
 Joseph C. Tramontana
 Albert Vallecillo

Downtown Revitalization Task Force

Bill Cody
 Eric Doud
 Dave Fleming
 Tim Ireland
 Janet Kimmes
 Mike Kimmes
 Elliot Landes
 Rory Linton
 Dan Maguire
 Marty Mariani
 Karen Ogando
 Cecil Padilla
 John Pickarel
 John Siracusa
 Joe Tramontana
 Charles Wallace
Edgar and Lis

City of Winters Staff

John Donlevy, City Manager
 Cas Ellena, Redevelopment Manager (former)
 Nanci Mills, Director of Administrative Services
 Dan Sokolow, Community Development Director
 Stephen Streeter, Redevelopment Consultant

Consultants

Bottomley Associates Urban Design & City Planning

Terence Bottomley
 Gina Chavez
 Lifan Zhang

Railroad Ave./Main St. Property

Owner Participation Policy and Rules

COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS

RESOLUTION NO. _____

A RESOLUTION OF THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS ADOPTING RULES FOR BUSINESS TENANT PREFERENCE AND OWNER PARTICIPATION IN THE CITY OF WINTERS COMMUNITY DEVELOPMENT PROJECT AREA

WHEREAS, Section 33345 of the Health & Safety Code provides that a redevelopment agency shall adopt and make available for public inspection rules to implement the operation of owner participation in connection with a redevelopment plan; and

WHEREAS, Section 33339.5 of the Health and Safety Code provides that a redevelopment agency shall adopt and make available for public inspection rules to implement the requirement that a redevelopment agency extend a reasonable preference to persons who are engaged in business in a project area to reenter in business within the redeveloped area if they otherwise meet the requirements prescribed in the redevelopment plan; and

WHEREAS, the staff of the Community Development Agency of the City of Winters (the "Agency") has prepared proposed rules as required by said Sections 33345 and 33339.5 entitled "RULES FOR BUSINESS TENANT PREFERENCE AND OWNER PARTICIPATION IN THE CITY OF WINTERS COMMUNITY DEVELOPMENT PROJECT AREA" (the "Rules"), a copy of which are on file with the Secretary of the Agency and have been presented to this meeting;

NOW, THEREFORE, BE IT RESOLVED BY THE COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS that the Rules are hereby adopted as the official rules of the Agency as required by Sections 33345 and 33339.5 of the Health and Safety Code and that the Secretary of the Agency is hereby authorized and directed to transmit the Rules to the City Council of the City of Winters for consideration prior to the adoption of the Redevelopment Plan for the Winters Community Development Project.

PASSED AND ADOPTED BY THE COMMUNITY DEVELOPMENT AGENCY
OF THE CITY OF WINTERS, on June 2, 1992.

I, _____, Secretary of the Community
Development Agency of the City of Winters, hereby certify that
the foregoing resolution was duly and regularly introduced and
adopted at a regular meeting of said Agency held on the 2nd day
of June, 1992, by the following vote, to wit:

AYES: MEMBERS:

NOES: MEMBERS:

ABSENT: MEMBERS:

_____, Secretary

SECRETARY'S CERTIFICATE

I, _____, Secretary of the Community Development Agency of the City of Winters, do hereby certify as follows:

The foregoing resolution is a full, true and correct copy of a resolution duly adopted by a vote of a majority of the members of the Community Development Agency of the City of Winters at a regular meeting of said Agency duly and regularly and legally held at the City of Winters, California, on June 2, 1992, of which all of such members had due notice, as follows:

AYES:

NOES:

ABSENT:

An agenda of said meeting was posted at least 72 hours before said meeting at _____, Winters, California, a location freely accessible to members of the public, and a brief description of said resolution appeared on said agenda.

I have carefully compared the foregoing with the original minutes of said meeting on file and of record in my office, and the foregoing is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes.

Said resolution has not been amended, modified or rescinded since the date of its adoption and the same is now in full force and effect.

Dated: _____, 1992.

Secretary of the Community
Development Agency of the City of
Winters

[Seal]

RULES FOR BUSINESS TENANT PREFERENCE

AND OWNER PARTICIPATION

IN THE CITY OF WINTERS COMMUNITY DEVELOPMENT

PROJECT AREA

ADOPTED BY THE

COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS

By Resolution No. _____ adopted on June 2, 1992

I. POLICY OF THE AGENCY

The California Community Redevelopment Law requires that the Community Development Agency of the City of Winters (the "Agency") extend reasonable preference to persons who are engaged in business in the City of Winters Community Development Project Area (the "Project Area") to re-enter in business within the Project Area if they otherwise meet the requirements of the Redevelopment Plan for the Project Area (the "Plan"). The Community Redevelopment Law further provides that the owners of the property within the Project Area boundaries be given the reasonable opportunity to participate in the Project provided such participation is in conformity with the Plan.

It is the policy of the Agency to encourage the participation of project owners and business within the Project Area, as such participation is necessary if the redevelopment process is to be successful in revitalizing the Project Area.

It is anticipated that the Plan proposed to be adopted by the City Council of the City of Winters may provide for limited acquisition of certain real property within the Project Area pursuant to those guidelines, conditions and requirements set forth in the Plan. It is the policy of the Agency to minimize acquisition if at all possible, and therefore the Agency's policy of encouraging participation of property owners and businesses within the Project Area shall be vigorously pursued.

To that end, the Agency has established basic rules to implement business preference and owner participation within the Project Area.

II. RULES TO IMPLEMENT PREFERENCE TO DISLOCATED BUSINESSES

A. Names and addresses of all businesses which are displaced by Agency activities within the Project Area will be maintained by the Agency to assist redevelopers in tenant selection for space within the Project Area.

B. All land disposition documents related to the Project Area shall contain a provision indicating the Agency's preference for dislocated businesses and require the redeveloper to extend reasonable preference to dislocated businesses which desire to remain or return to the Project Area, provided that he relocated business conforms to the requirements of the Plan.

C. At such time as third party redevelopers are in a position to seek business tenants for new developments within the Project Area, the Agency shall cause notice of such space to all businesses relocated from the Project Area and shall offer reasonable non-financial assistance to such businesses as may be necessary to help secure the desired relocation.

III. RULES TO IMPLEMENT OWNER PARTICIPATION

A. Development of Multiple Parcels by Master Developer

1. The Agency may determine, in its reasonable discretion, by resolution, that it is in the best interest of the Project Area that several parcels be assembled and developed by a single developer (a "master developer") as a unified development. Such determination may be made at the Agency's own direction or in response to an application by a property owner to become a master developer. Any individual or other entity may apply in writing to the Agency to become a master developer. The Agency shall give the record owners of all affected parcels ten (10) days written notice and the opportunity to be heard by the Agency prior to the proposed adoption of a resolution determining that several parcels are to be assembled and developed by a master developer.

2. Upon determination that several parcels will be assembled and developed as a unified development, the Agency shall notify the owners of all affected parcels of such determination and shall invite the owners to submit proposals to become the master developer. In its discretion, the Agency may also invite non-owner entities to submit proposals to become the master developer.

3. In soliciting proposals, the Agency shall establish criteria for master developer selection which, in the Agency's reasonable determination, are appropriate to the size, scope, character and quality of the envisioned development. These selection criteria may include without limitation, as appropriate: the nature and quality of the proposed development; the financial capability of the prospective master developer; the technical and professional quality of the prospective master developer development team, including architects, engineers, contractors, marketing consultants and others; and the record of experience of the prospective master developer in completing other projects of comparable size, scope and complexity.

4. The Agency shall select a master developer according to the selection criteria established pursuant to subparagraph III A 3 above based on the proposals submitted by prospective master developers. In reviewing proposals that meet the minimum standards established by the Agency for selection, the Agency shall give such preference as it deems appropriate under the circumstances to existing owners of one or more of the parcels that will be part of the unified development. If, in the Agency's reasonable determination, no proposal meets the minimum standards for selection, the Agency may reject all proposals and take such actions as it deems appropriate to solicit additional proposals, modify its concept for unified development of the affected parcels, or otherwise fulfill the objectives of the Plan and these Rules for such parcels.

5. Following selection of a master developer, the Agency and the master developer shall negotiate and execute, if possible, a master development agreement setting forth the rights and obligations of the Agency and the master developer with respect to the unified development of the affected parcels in accordance with the Plan.

6. Once the Agency has determined that several parcels are to be assembled and developed by a master developer, it may acquire such parcels if the Agency determines such acquisition is in the interest of the Project Area. The owners of property acquired by the Agency prior to selection of a master developer shall be entitled to submit a proposal for development of the several parcels that will be assembled.

7. If a master development agreement cannot be executed within the negotiations period established by the Agency, or if, following execution, the master development agreement is subsequently terminated prior to completion of the contemplated development, the Agency may take such actions as it deems appropriate to negotiate with another qualified developer, solicit additional proposals, modify its concept for unified development of the affected parcels, or otherwise fulfill the objectives of the Plan and these Rules for such parcels. Such Agency actions shall not require further solicitation of proposals from or involvement of the owners of the affected parcels.

B. Development of Individual Parcels by Existing Owner

Provided that the Agency does not determine, in its reasonable discretion, by resolution, that it is in the best interest of the Project Area that a particular parcel be assembled with other parcels and developed by a master developer as part of a unified development, then that parcel may be developed by its existing owner in accordance with the rules set forth below.

1. Each parcel in the Project Area shall be considered to conform to the Plan unless and until the Agency has determined by resolution that such parcel does not conform to the Plan. A determination of non-conformance may be made by the Agency at its own direction or in response to a request for a determination regarding conformance by a property owner in the Project Area.

2. If the Agency determines a parcel does not conform to the Plan, the owner of such parcel shall be required to enter into an owner participation agreement with the Agency pursuant to the requirements of subsection III B 4 below.

3. If the Agency has made no determination of non-conformance with respect to a parcel, the owner of such parcel may continue ownership without an owner participation agreement subject to the limitations set forth in the following sentence.

In the event (a) the Agency makes a subsequent determination that the parcel does not conform to the Plan, (b) the owner intends to construct any additional improvements or substantially alter or modify existing structures on the parcel, or (c) the owner intends to acquire additional real property within the Project Area, then the Agency may require such owner to enter into an owner participation agreement with the Agency pursuant to the requirements of subsection III B 4 below.

4. If a property owner is required to enter into an owner participation agreement with the Agency pursuant to the provisions of subsections III B 2 or III B 3 above, the Agency shall notify the property owner in writing of such a requirement. The property owner may then become an owner participant by meeting the following requirements:

a. All participants must agreement to record or permit to be recorded on their property, a declaration of restrictions which is designed to protect the future use of the land as being consistent with the Plan.

b. Within sixty (60) days of the notification described above, the owner shall meet with Agency staff to discuss necessary requirements to bring the owner's property into conformity with the Plan.

c. Within ninety (90) days thereafter, the owner shall submit preliminary improvement plans and a general statement of plans for financing such improvements for review by the Agency.

d. The Agency may reasonably extend these time periods when it is in the best interest of the Project Area to do so.

e. Upon acceptance of the plans described in subdivision (c) above, as revised or corrected if necessary, the owner shall enter into an owner participation agreement with the Agency to assure the orderly development of the required improvement to the property.

5. If an owner who is required to enter into an owner participation agreement fails or refuses to enter into such agreement pursuant to subsection III B 4 above, or if such owner fails to perform any of the owner's obligations under an executed agreement, the owner shall, at the sole discretion of the Agency, forfeit his/her rights to participation under the Amended Plan and these Rules. In addition, failure by an owner to participate as required by the Plan and these Rules may cause the Agency to seek any and all remedies available to achieve such participation and may subject the property to acquisition by the Agency if the Agency determines that it is in the interest of the Project Area to undertake such acquisition; provided, however, that the Agency

may exercise its powers of eminent domain only in the
circumstances and manner otherwise authorized by the Plan.

Railroad Ave./Main St. Property

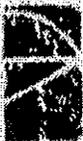
Project Proposals



Town of Winters
Railroad Avenue Property

February 17, 2006

ARCHITECTURAL RESOURCES GROUP
Architects, Planners & Conservators, Inc.



DESIGNWORKS

**JDS BUILDERS
GROUP, INC.**

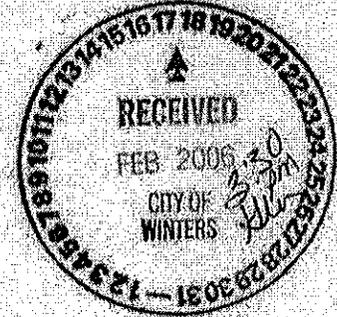


LIC# 810970

GENERAL CONTRACTORS

"Old World Craftsmanship • Modern Day Technology"

Mr. John Donlevy
Winters City Manager
City of Winters
318 First Street
Winters, Ca. 95694



February 15, 2006

Re: RFP Response

Dear John,

We are pleased to respond to the Railroad Ave. Property RFP. Our proposal has been assembled utilizing the input from several respected sources. We have come to the conclusion that the project is a viable and attractive project for everyone involved. Winters will benefit significantly as all of us continue to improve the down town area. It is conceivable to think in terms of the best is yet to come for the City of Winters, and this project will be a part of the enhanced future for the Downtown district. We remain interested and will actively participate in all phases of completing the project.

Our proposal includes an opportunity to build the building in two phases. We will discuss the idea with you during our initial project negotiations.

We look forward to our next meeting with you to discuss the details of our proposal.

Sincerely,

Paul Fair
John Siracusa

Paul Fair
John Siracusa

Town of Winters
Railroad Avenue Property
February 17, 2006

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Financing

Proformas
Financial Statements



Winters Main Street Village by JDS Builders, Inc. and Designworks

Town of Winters
Railroad Avenue Property
February 17, 2006

ARCHITECTURAL
RESOURCES GROUP



Conservatory of Flowers



New Employee Housing, Yosemite



Albright Training Center, Grand Canyon

Experts in Cultural Resources

ARG is comprised of architects, planners, and conservators working as a group to provide specialized services in cultural resource preservation. We differ from other architectural preservation firms due to our ability to lead concurrent projects as the prime consultant, and our experience designing new construction in historic settings. We also offer a separate contracting division, ARG Conservation Services, which is a licensed construction company capable of implementing restoration work. Our headquarters are located in San Francisco, with regional offices in Southern California and the Pacific Northwest.

Integrated Approach

We offer an integrated approach to architectural design and historic preservation. Our 50-person office includes architects, designers, historians, planners, and materials conservators. Working collaboratively, we are able to develop design guidelines, explore architectural design solutions, assess building material conditions, and test conservation treatments utilizing our in-house conservation laboratory. Our staff members bring extensive experience applying *The Secretary's Standards for the Rehabilitation of Historic Buildings*.

Development in Historic Contexts

We have extensive experience designing appropriate new buildings and additions to buildings in historic contexts. Our current mixed-use development includes projects in Yosemite and Grand Canyon National Parks, and UC Berkeley and Stanford University campuses. In addition, we have written Design Guidelines for the historic districts of numerous cities and communities in California.

Awards and Recognition

ARG projects have been recognized at both the local and national level, through publications as well as awards sponsored by the National Trust for Historic Preservation, the American Institute of Architects, the California Governor's Office, and the California Preservation Foundation. ARG was recently awarded 2006 Firm of the Year by the AIA California Council.

Town of Winters
Railroad Avenue Property
February 17, 2006

ARCHITECTURAL
RESOURCES GROUP
CONTINUED

EDUCATION

Bachelor of Architecture, Dean's
Honor List, University of California,
Berkeley, 1970

Master of Architecture, University of
California, Berkeley, 1971

SELECTED MEMBERSHIPS

Association for Preservation
Technology, International

California Preservation Foundation

Foundation for San Francisco's
Architectural Heritage

National Trust for Historic
Preservation, Board of Trustees

State of the Parks Advisory Council,
National Parks Conservation
Association, Chairman

REGISTRATIONS

State of California No. C-7910

State of Arizona, No. 30375

State of Oregon, No. 4777

State of Nevada, No. 1249

National Council of Registration
Boards, NCARB No. 21447

*The Secretary of the Interior's
Historic Preservation Professional
Qualifications Standards in
Architecture and Historic
Architecture*

BRUCE D. JUDD, FAIA, PRINCIPAL

Bruce has directed over 200 planning, rehabilitation, and expansion projects for architecturally significant buildings throughout the west coast, and is a nationally recognized expert. He has led rehabilitation and new construction projects for library, cultural, and performing arts facilities. He has directed high-profile projects, including the repair and restoration of the Conservatory of Flowers in Golden Gate Park, and planning for a new addition to the Beaux-Arts style City Hall in Pasadena. Bruce brings extensive experience with the application of *The Secretary of the Interior's Standards for Preservation*. He is a President-appointed Expert Member of the Advisory Council on Historic Preservation, the federal agency that oversees and advises on national preservation matters.

SELECTED PROFESSIONAL EXPERIENCE

- National Advisory Council, Institute of Preservation Contemporary Design, 2003-present.
- Board of Trustees Member, National Trust for Historic Preservation, 1998-present.
- First Lady's Millennium Committee to Save America's Treasures, Appointed Member, 1998-2001.
- Advisory Council on Historic Preservation, President-Appointed Member, Washington, D.C., 1996-2005.
- Advisory Council on Historic Preservation, Task Force on Security in the Nation's Capitol, 2001-2005.
- Board of Advisors, Preservation Forum, National Trust for Historic Preservation, 1994-present.
- Board of Directors, Preservation Action, Washington, D.C., 1982-1985, 1989-present.
- Board of Directors, Berkeley Architectural Heritage Association, 1993-present.
- Historic Resources Committee, California Council, AIA, 1979-present.

RECENT LECTURES

- Speaker, "Historic Preservation Pitfalls to Avoid," AIA National Convention (Las Vegas, NV, 2005)
- Speaker, "Design Issues for New Construction Downtown," Urban Design Forum (Pasadena, CA, 2004)
- Speaker, "Future Directions in Historic Preservation," AIA Annual Preservation Recognition Program (Cleveland, OH, 2003)

RECENT PUBLICATIONS

- "Strategies for Historic Preservation: Where Public and Private Interests Meet," *Urban Land* (April 2004): 78-79.
- "Preservation Partners Look to the Next Century?" *Forum Journal* Volume 14, (Fall 1999)

**Town of Winters
Railroad Avenue Property
February 17, 2006**

**ARCHITECTURAL
RESOURCES GROUP
CONTINUED**

EDUCATION

Bachelor of Architecture with
Honors, Carnegie-Mellon University
Certificate in Architectural
Conservation, International Centre for
Conservation, Rome, Italy.

REGISTRATION

Registered Architect
State of CA No. C-9882
State of NV No. 1629
State of AZ No. 37023
State of HI No. 11207

NCARB No. 25724

LEED Accredited Professional

MEMBERSHIPS

American Institute of Architects
Association for Preservation
Technology (APT)
California Preservation Foundation
- President's Circle
California Historical Society
Friends of Terra Cotta
San Francisco Architectural Heritage
US/ICOMOS - Board of Trustees
Member

STEPHEN J. FARNETH, FAIA, PRINCIPAL

Steve is a founding principal of ARG and brings 30 years direct experience in the field of architecture and planning. His background is complemented by training in architectural conservation from the International Centre for Conservation in Rome, Italy. Steve is particularly knowledgeable about the State Historical Building Code, as well as *The Secretary of the Interior's Standards for Historic Preservation*, used as guidelines for rehabilitating architecturally significant buildings and sites. He is a nationally-recognized expert in the design of disabled access solutions for historic buildings. Steve has served as Project Principal for a wide range of planning and architectural work throughout California including the Presidio of San Francisco from 1991-1999, numerous award-winning rehabilitations at Stanford University, and the master plan for Old Saint Mary's Cathedral in San Francisco.

SELECTED HONORS & AWARDS

National Preservation Honor Award for Stanford University's 10-year Seismic Strengthening Program, Presented at National Trust for Historic Preservation's Annual Conference, 2000

Hanna House Rehabilitation of Frank Lloyd Wright-designed structure, Stanford University; California Preservation Foundation Design Award, 2000; and AIA California Council Merit Award for Historic Preservation, 2000

Presidio of San Francisco Fire Station, New Addition to Historic Building, California Preservation Foundation Design Award for Compatible New Construction, 2000;

Building 30 Language Center Restoration, Stanford University; California Preservation Foundation Design Award, 1998; and AIA California Council Merit Award for Historic Preservation, 1998

Rancho Los Alamitos South Garden Restoration, Long Beach, CA; California Preservation Foundation Design Award, 1997

Rijoli Main House Seismic Strengthening, Woodside, CA; California Preservation Foundation Design Award, 1997

Presidio of San Francisco, Design Guidelines for Rehabilitation of Buildings at the Presidio; California Preservation Foundation Design Award, 1995; and AIA California Council Community Planning & Design Honor Award, 1996

Catill Station Rehabilitation, San Jose; CA Department of Transportation, California Preservation Foundation Design Award, 1995

Calvin Simmons Theater Seismic Repair and Strengthening, Oakland, CA; California Preservation Foundation Design Award, 1994

Presidio of San Francisco, Cultural Resources Studies, California Preservation Foundation Design Award, 1993

**Town of Winters
Railroad Avenue Property
February 17, 2006**

**ARCHITECTURAL
RESOURCES GROUP
CONTINUED**

EDUCATION

Bachelor of Architecture, University of Colorado, 1974

REGISTRATION

Registered Architect:
State of California
State of Colorado
State of Hawaii

Secretary of the Interior's Historic Preservation Professional Qualifications Standards in Architecture and Historic Architecture

AFFILIATIONS

American Institute of Architects
The Institute of Classical Architecture

W. DEAN RANDLE, AIA, PROJECT MANAGER

Dean is a registered architect with over 30 years experience in design and project management. For the past 20 years, he has focused on historic rehabilitation projects in downtown San Francisco. He brings expertise in small-scale improvements, as well as major projects over \$100 million in construction. Dean's portfolio includes lobby renovations, code upgrades, adaptive reuse, and exterior repair and conservation. He has designed compatible, new additions to historic structures, such as the Hills Brothers Coffee Building expansion. He recently served as Project Manager and Designer for the conversion of a historic office building into the Omni Hotel San Francisco, which involved returning the original Italianate facade and adding 80,000 square feet.

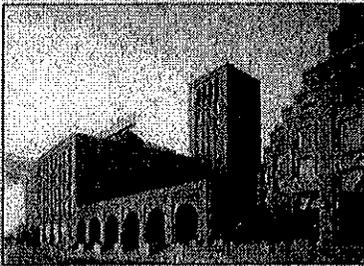
SELECTED PROFESSIONAL EXPERIENCE

- Huntington Art Gallery, San Marino, CA
- U.C. Hastings College of the Law, Student Housing Tower, San Francisco, CA*
- Omni Hotel, 500 California Street, conversion of the Financial Center Building, San Francisco, CA*
- Phelan Building, 760 Market Street, San Francisco, CA*
- Press Club (Foetz) Building, 449 Powell Street, San Francisco, CA*
- The Misses Butler Building, 101 Powell Street, San Francisco, CA*
- Macy's Union Square, renovation of the O'Connor Moffat Building, San Francisco, CA*
- Macy's Union Square, renovation of the I. Magnin Building, San Francisco, CA*
- Commercial Building, 833 Market Street, San Francisco, CA*
- Ritz Carlton Hotel, conversion of the Metropolitan Life Insurance Building, San Francisco, CA*
- Metropolis Bank Building, 625 Market Street, San Francisco, CA*
- Hills Brothers Coffee Building, conversion to offices and restaurants, San Francisco, CA*
- The Call Building, 74 New Montgomery Street, San Francisco, CA*
- California Pacific Building, Sutter at Montgomery, San Francisco, CA*
- Sterling Building, 1049 Market Street, San Francisco, CA*
- Monardock Building, 681 Market Street, San Francisco, CA*

** indicates project completed prior to joining ARG*

**Town of Winters
Railroad Avenue Property
February 17, 2006**

**ARCHITECTURAL
RESOURCES GROUP
CONTINUED**



Hills Plaza



Phelan Building



Macy's at Union Square

Hills Plaza, San Francisco

Dean Randle, formerly with Whisler-Patri Architects, was a project designer for the Hills Plaza mixed-use complex. The project included the renovation of the Hills Brothers Coffee Building, a San Francisco City Landmark, and a sympathetically designed new building arranged around a public plaza. The plaza level consists of 40,000 sq. ft. of retail and restaurant space, the mid-rise sections of the building are office, and the tower houses residential condominiums.

Monadnock Building, San Francisco

Dean Randle, formerly of Whisler-Patri Architects, was project designer of the Monadnock Building renovation in San Francisco. The ground floor retail storefronts and the interior courtyard were renovated for new retail tenants, in addition to the complete renovation of the upper office floors of this historic structure.

Phelan Building, San Francisco

Dean Randle, formerly with Patri-Merker Architects, was project manager and designer of the 75,000 sq. ft. retail renovation of the Phelan Building, a San Francisco City Landmark. The project included not only the renovation of all the ground floor retail space and storefronts, but also conversion of basement storage space and second floor office space into new retail space.

Macy's at Union Square, San Francisco

Dean Randle, formerly with Patri-Merker Architects, was project manager for the \$100 million renovation of the one million sq. ft. Macy's Union Square complex. The project involved demolition of two old buildings on the site and replacement with a new structure and facade that redefined Macy's urban presence in Union Square. In addition to conceptually planning the reorganization of all Macy's space, Dean also coordinated the planning of numerous subtenants, including the Cheesecake Factory restaurant, the food court, the high-end retailers in the former I. Magnin building, and various cosmetic vendor shops.

**Town of Winters
Railroad Avenue Property
February 17, 2006**

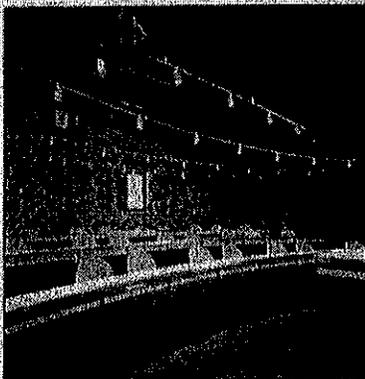
**ARCHITECTURAL
RESOURCES GROUP
CONTINUED**



Beringer Winery



Napa Valley Opera House



Still House, Culinary Institute of America

Beringer Winery, St. Helena

In association with Olin Partnership and DMS Architects, ARG was architect of record for master planning of the site and adaptive reuse of four structures throughout the site, including:

- Old Winery / Rehabilitated Retail Conversion
- Rhine House Rehabilitation
- Distillery Building Adaptive Reuse
- New Arrivals Building

Napa Valley Opera House, Napa

ARG served as the architect for the building's phased restoration and new addition over a 15-year period. The scope of work included seismic strengthening, interior rehabilitation and a new addition, and facade restoration.

Culinary Institute of America, Greystone, St. Helena

ARG's work to date has provided master planning and design services for the redevelopment of this site. Projects have included:

- Master Plan / Conditional Use permit
- Modifications to vehicular circulation and parking
- Upgrades and alterations to the Greystone Building
- Adaptive reuse and rehabilitation to the abandoned Still House as the Rudd Center for Professional Wine Studies
- Adaptive reuse and rehabilitation of the abandoned Gate House as the Chuck Williams Flavor Center

Marlinda Housing, Culinary Institute of America, St. Helena

ARG is currently serving as architect for the adaptive reuse of a former nursing home into employee housing, including interior remodeling and complete building system and code upgrades.

New Employee Housing, Yosemite National Park

ARG designed 22 two-story housing structures and 4 two-story common buildings, which provides over 200 beds for employee housing. The buildings are compatibly designed with the existing buildings in the adjacent Curry Village Historic District. This project is now under construction.

**Town of Winters
Railroad Avenue Property
February 17, 2006**

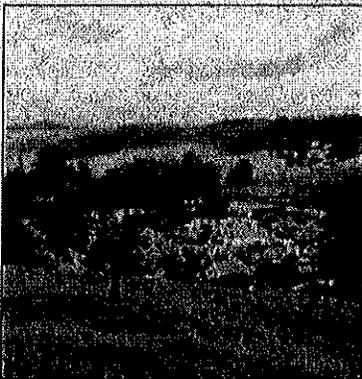
**ARCHITECTURAL
RESOURCES GROUP
CONTINUED**



Preservation Park



One Colorado Boulevard



Village of Tomales

Preservation Park, Oakland

In association with the City Planning Department, ARG re-planned the 2 block area between 14th and 12th Streets at Castro in Oakland to accommodate new street right-of-way, public spaces, parking, and adaptive use of 11 move on structures and 4 existing historic structures to a mixture of office, retail, and conference uses.

One Colorado Boulevard, Pasadena

As historical architect in association with KMD Architects, ARG provided replanning, adaptive reuse, and rehabilitation services to convert a square block of historic downtown Pasadena to new retail uses.

Tomales Design Guidelines, Tomales

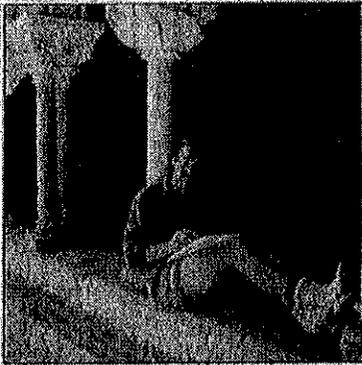
The village of Tomales is one of the most intact historic coastal communities in Western Marin County, dating to the late 19th and early 20th centuries. ARG has been commissioned to prepare a set of Design Guidelines for the use of future homebuilders at a proposed residential subdivision. The goal is to provide a seamless visual connection between the existing residential neighborhoods and the new subdivision, with no abrupt shift from the established patterns of the village.

City of Davis Historic Resources Survey, Davis

ARG updated the City of Davis' Cultural Resources Inventory, including documentation of 120 individual or district properties. In addition, ARG developed a context statement identifying settlement patterns, commercial development, urban design, transportation developments, and agricultural development in the area. Lastly, ARG completed an update of the city's historic preservation ordinance that is contained in the zoning code.

Town of Winters
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DESIGNWORKS,
ERIC DOUD



Eric Doud

EDUCATION

University of Notre Dame, Notre Dame, Indiana, Graduate Program in Urban Planning and Classical Studies, Masters of Architecture, 1991

University of Colorado, Boulder, Colorado, Five Year Degree Program, Bachelor of Architecture, 1974

REGISTRATION

California, C-27808

Colorado, B-1457

Hawaii, No. 10645

US Virgin Islands, TA-194

ASSOCIATIONS

International Solar Energy Society

American Pilgrims on the Camino

Winters Chamber of Commerce

Winters Center for the Arts, President

Designworks began in 1978 as a small collaborative firm comprised of a core group of design professionals. Both Eric Doud and Dean Randle were founding members. Our structure has evolved the organizational flexibility to easily associate with other professionals from specialized fields. This allows us to generate very specific teams to match a wide range of project requirements.

Designworks has become known for its dedication to the highest level of design, from a historical, environmental and humanistic point of view. While involved in formal aesthetic design issues, we have also remained committed to an ecological approach to architecture, a sensitivity to context and site planning respectful of place.

A fundamental aspect of the buildings and landscapes we create is to provide a much needed link between our direct experience of place to the natural and cultural systems with which we are inextricably linked. By this understanding, it is our hope that our work contains an intrinsic feeling that holds the power to inspire the human spirit.

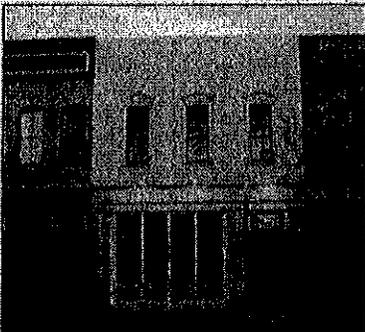
Designworks
15 Main Street, Winters, CA 95694
530.795.3506 Voice
530.795.1119 Fax
eldoud@den.davis.ca.us
www.ericdoudarchitect.com

Town of Winters
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 February 17, 2006

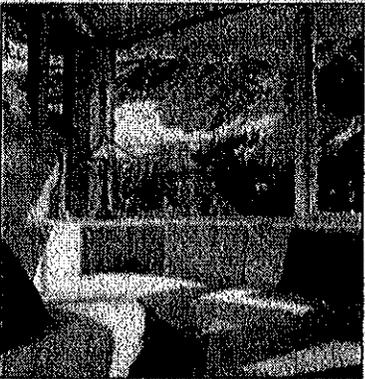
DESIGNWORKS
 CONTINUED



Converted Warehouse, Winters



Designworks Office, Winters

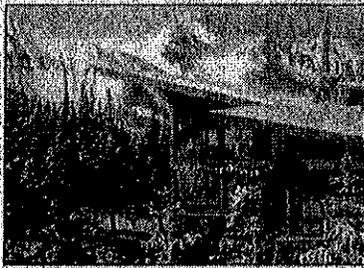


Burr Cottage, Colorado

- 2005 The Winters Center for the Arts; A 3 story mixed use building to house gallery and retail, classrooms and artist in residence studios all within a historically sympathetic façade.
- 2003 15 Main Street; A re-creation project of a Victorian Main Street Façade for the Borryessa Gap Winery.
- 2003 Main Street Village; a mixed use commercial complex constructed from the adaptive reuse from a turn of a century packing warehouse and a relocated school library.
- 2002 The Mariani Residence, Yolo County, CA; designed as a country farmstead in an Italian villa flavor, with the form opening to the southern view and winter sun and a sheltered yard protected from the north.
- 2001 The Burr Cottage; Gold King Basin, CO; inspired by a triangular planning module, the building is off grid with attention brought to detailing inc. cut stone, metal sculpture and custom designed furniture.
- 2001 St. Andrew's Episcopal Church & School, Saratoga, CA; The master plan for extensive campus rehabilitation with a new Parish Hall, library, and gym for 450 students and a congregation of 1000 people.
- 1999 Trinity School, Menlo Park, CA; A participatory design process with K thru 5th students in the design of the play yard while looking the future needs of the campus inc. parking, grounds & buildings.
- 1996 Pilgrimage, The Camino de Santiago; from France through Spain; a walk of 50 days for approximately 1000 miles along the 12th century pilgrim's path of St. James.
- 1995 Baraway Ranch, Wilson Mesa, Colorado; the master plan for an educational retreat center and an ecological co-housing community of 24 clustered homes centered around shared facilities.
- 1995 Lecturer, University of California, Davis; Basic Drawing, Perspective, Dollination & Watercolor; 4 courses intended to teach the skills of design visualization through the process of drawing.
- 1994 Callori Court, Davis, California; located on the historic Lincoln Highway, a prototype project for the construction of small affordable housing units using a 1930's motor court layout.
- 1994 Lecturer, University of California, Davis; Energy & Environment, a course oriented towards the emerging issues of energy conservation, ecological sustainability, and non-toxic materials selection.
- 1993 212 W. Colorado, Telluride, Colorado; a commercial, main street, steel frame building with a brick and cut stone façade and natural light shafts of a post-modern design invoking a Victorian remembrance.
- 1993 Olive Drive Master Plan, Davis, California; a participatory neighborhood design process generating a plan that maintains existing scale, mixed use, and allows for sympathetic new construction infill.

Town of Winters
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DESIGNWORKS
 CONTINUED



Burr Cottage, Colorado



Burr Cottage, Colorado



Trombic Chalst, Colorado

- 1992 Lecture, University of California, Davis; Design Definition, advanced presentation drawing in dry (pencil & colored pencil) and wet (sumi & watercolor) mediums.
- 1991 Eden Housing, St. Thomas, USVI; a cluster of 6 housing pods sharing a common swimming pool with cabana designed in the traditional island stick style frame with hip roofs and porches.
- 1990 Masters Thesis: Myth, Memory, and Monument; the exploration of how architecture has been the bearer of meaning and the way in which that has evolved over time.
- 1990 Professor, Design Studio, Rome, Italy; instructor and critic for 3rd year architectural students focused on design problems in the classical Italian tradition.
- 1989 Professor, Design Studio, Notre Dame, Indiana; specializing in the instruction of the Architectural Orders and Beaux Arts style watercolor presentation.
- 1988 Oakhills Middle School, Citrus Heights, California, Project Designer; an open campus of administration, multi-purpose and classrooms w/ porches, columns, and classical overtones for 700 children.
- 1987 West Meadows, Telluride, Colorado; a new community for 2000 people centered on a 'village' pedestrian spine designed to stimulate group viability, economic diversity and energy conservation.
- 1985 Town of Telluride Municipal Pool, Telluride, Colorado; a 30' x 60' pool with enclosed sun deck and landscape set within boundaries of the Town Park.
- 1984 The Nugget Performing Arts Center, Telluride, Colorado; the expansion of an existing theater coupled to a new commercial structure in a Victorian period style; Theater, 5000 sq. ft.; Commercial, 8000 sq. ft.
- 1981 The Galisteo Community, Galisteo, New Mexico; planning of a new Sun village consisting of 20 permanent family units coupled with retreat facilities for small conference groups; 120 acres.
- 1980 Telluride Company Base Project, Telluride, Colorado; site planning and conceptual design for a 300 unit lodge, a ski base facility, and 170 units of employee housing.
- 1978 The Telluride School, Telluride, Colorado; a hybrid solar retrofit funded in part by a DOE Solar Energy Demonstration Grant of a large scale Trombe wall and sun tempered greenhouse classroom spaces.
- 1976 The Inyanion Residence, Specks Mesa, Colorado; San Miguel's first sustainable solar home built of square hewn logs and a site constructed active solar system; 1600 sq. ft.
- 1970, 71, 72 Glauth Surveying, Woodland Park, CO; land surveying with field and office computations.

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JDS BUILDERS
GROUP INC.



Abbey House



Villa Mein



East Main Street Housing, Winters

Founded in 1985 by John D. Stracusa in Winters, California, JDS Builders Group has steadily established its reputation as a leading general contractor throughout the region it serves. We have worked on many types of projects, including:

- New construction.
- Design/build renovation and construction.
- Commercial tenant improvement.
- Custom residential.
- Structural and interior finish.
- Framing, concrete, and interior-exterior trim.

We commonly employ the design/build approach to construction and renovation project management. The characteristics of the design/build method of project delivery are:

- All architectural, engineering and construction services are included under a single contract.
- A single point of contact and responsibility for all phases and aspects of the project.
- More efficient project management, faster delivery, and lower overall costs.

There are several key advantages of the design/build approach for the client, including:

- Your design/build contractor is an advocate for you. By acting as the intermediary between you and the architect/engineer, he keeps costs down, builds in value to the project, and keeps it within budget.
- Traditional construction projects require you to perform the "balancing act" between your architect and the general contractor who won your bid. Instead of struggling to maintain this balance and communication between the two parties, you leave this responsibility to your design/build contractor who is experienced in dealing with architects, sub-contractors, and suppliers.
- The design/build approach does not limit the competitiveness of the project. A common perception is that competitive bidding for a general contract will keep your costs down more effectively than the design/build approach. In fact, you will work directly with your design/build contractor to keep costs down. Together you will assess what best suppliers, materials, and sub-contractors to use on your project, given your budget constraints.
- The design/build contractor employs and manages a team of experienced professionals to bring your construction project to completion. From start to finish, your design/build contractor knows the best people to work with, professionals who will keep your project on-track, on-time, and within budget.

Town of Winters
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JDS BUILDERS
GROUP INC.
CONTINUED

John D. Siracusa, Owner and Founder

Mr. Siracusa has managed all phases of construction including administration and supervision. He has worked on and managed All types of commercial and industrial projects and he has been in the construction industry since 1974. From 1992 to 1997 he was project manager, and general contractor for a large construction company in Northern California. He obtained his California Contractor's license in 1985, when he founded JDS Builders Group, and has an extensive educational background in architectural drafting, estimating, construction law, and project management.

Paul Fair, Project Manager

Mr. Fair has been in the construction industry for the past 30 years. He has managed projects up to and including a major refinery project valued at \$ 25 million dollars. He holds several licenses from the State of California. The licenses include the following: General Engineering - A License, Hazardous Materials, and Electrical Signs. Paul has managed all phases of the construction industry from the initial design through field construction, including project scheduling, budget generation, project design, and financial management.

Chuck Moreland, Superintendent / Project Manager

Mr. Moreland has been involved in the construction industry for the past 12 years. He currently holds a General Contractors License in the State of California and works as a Field Superintendent, and Project Manager for JDS Builders Group, Inc. Chuck is a Journeyman level Electrician and Carpenter.

Darrel Wiest, General Superintendent

Mr. Wiest has been involved in the construction industry since 1986. He has worked and managed numerous types of projects including remodeling, restoration, commercial, and industrial work. He has an associate's degree in architectural drafting and industrial technology.

Jeanne M. Berns, Project Manager/Accounting Supervisor

Ms. Berns has been involved with the construction industry since 1985. She coordinated the accounting for a major builder and numerous partnership projects for 12 years and advanced their accounting practices from double-entry bookkeeping to

Town of Winters
Railroad Avenue Property
February 17, 2006

JDS BUILDERS
GROUP INC.
CONTINUED

a fully computerized accounting system. She now works as a project manager and accounting supervisor for JDS Builders Group.

Curtis Himes, Project Manager

Mr. Himes has been involved with the construction industry since 1987. He has worked in all phases of General Construction. In addition, Curtis is Auto Cad qualified and has specialized in Cabinetry design. Curtis has worked with JDS Builders Group for the past 2 years. His projects have included: a renovation for the City of Fairfield, a building for DQU University, an expansion for Paradise Valley in Fairfield and numerous smaller projects. In addition, Curtis has been involved with, and responsible for Bid Preparation on many projects.

Scott Slater, Project Manager

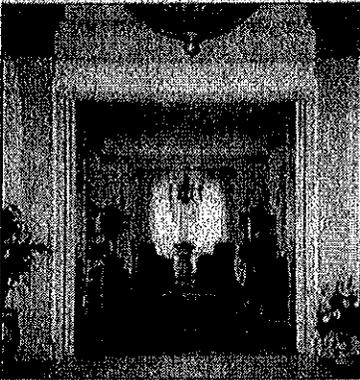
Mr. Slater has been involved with the construction industry since 1991. His specific experience has been Project Management Work. He has been working with JDS for the past year. His projects have included: Project Management of Liberty Christian Church, the renovation of several homes, a current renovation project located at Solano Community College, and he completed two School Projects for the Vacaville school district. In addition, Scott has also been involved with, and responsible for Bid Preparation on many projects.

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JDS BUILDERS
GROUP INC.
CONTINUED



Villa Mein



Villa Mein

• Designer Show House - Villa Mein, 1998 Napa Valley

Owner: Gardner and Blaine Mein
Location: 1133 State Lane
Yountville, CA 94599
707-945-0880
Architect: Terry Cox
Contract Amount: \$1,300,000

• Walnut Glen Condominium Retrofit Repairs - Phase I

Owner: Walnut Glen Condominium Owners
Association
Location: 1801 Marshall Road
Vacaville, CA 95687
Contact: Maggie Rollins
C & C Property Management
707-447-6088
Architect: Cooper Design Group
Contract Amount: \$1,200,000

• Dixon High School Modernization and Silveville
Elementary School Modernization

Owner: Dixon Unified School District
Location: 455 East A Street
Dixon, CA 95620
Contact: Ed Rusebio
707-678-5200
Art Plunkett
530-681-9304
Architects: Ward Wolstenholm Architect
TLCD Architect
Contract Amount: \$2,805,000.00

**Town of Winters
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February 17, 2006**

**JDS BUILDERS
GROUP INC.
CONTINUED**



Villa Mein



De Winters Room, Abbey House

• **Birch Land Elementary School**

Owner: Davis Unified School District

Location: 1600 Birch Lane
Davis, CA 95616

Contact: Henry Perrino
530-757-5300

Architect: Lionakis Beaumont Design Group, Inc.

Contract Amount: \$875,000.00

• **Liberty Christian Church**

Owner: Liberty Christian Church

Location: North Texas
Fairfield, CA 94533

Contact: Richard West
707-425-9673

Architect: Cooper Design Group

Contract Amount: \$2,300,000.00

• **Winters Apartment Remodel**

Owner: CHOC - CHAFA

Location: East Baker Street
Winters, CA 95694

Contact: Cindy Heavens
530-757-4444

Contract Amount: \$525,000.00

• **Buckhorn Restaurant Renovation**

Owner: John Pickerel

Location: 101 Main Street
Winters, CA 95694

Contact: John Pickerel
530-304-7634

Architect: McCandless and Associates

Contract Amount: \$500,000.00

Town of Winters
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JDS BUILDERS
GROUP INC.
CONTINUED



East Main Street Housing



East Main Street Housing

• **Winters Main Street Village**

Owner: Golden Hills Development
Location: Main Street
Winters, CA 95694
Contact: John Siracusa
707-249-8177
Architect: Designworks
Contract Amount: \$3,730,000.00

• **BP Solar Renovations**

Owner: BP Solar
Location: 2300 North Watney Way
Fairfield, CA 94533
Contact: Doug Skinner
707-438-3845
Architect: TLCD Architects
Contract Amount: \$500,000

• **Migrant Head Start Renovation**

Owner: B Center
Location: 39839 County Rd. 17a
Woodland, CA 95695
Contact: Dan Bagley
530-666-6452
Architect: Indigo Arch.
Contract Amount: \$625,000.00

• **Casa Del Sol-Mobile Home Park & Community Center**

Owner: CHOC - Hud
Location: 709 East Street
Woodland, CA 95694
Contact: Paul Ainger
530-757-4444
Architect: Mogavero, Notestine & Associates
Contract Amount: \$5,500,000.00

Town of Winters
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PROJECT DESCRIPTION

301 RAILROAD AVENUE - PHASE 1
 Railroad and Main

GROUND LEVEL

Retail Area, R-1	792 sq.ft.
Retail Area, R-2	3,338 sq.ft.
Retail Total	4,130 sq.ft.

Interior Circulation, Service & Mechanical	520 sq.ft.
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2nd & 3rd FLOORS

Office w/ Loft, O-1	1,972 sq.ft.
Office w/ Loft, O-2	910 sq.ft.
Office w/ Loft, O-3	630 sq.ft.
Office w/ Loft, O-4	630 sq.ft.
Office w/ Loft, O-5	630 sq.ft.
Offices Total	4,772 sq.ft.

Apartment w/ Loft, A-1	1,130 sq.ft.
Apartment w/ 2 Flrs, A-2	896 sq.ft.
Apartment w/ 2 Flrs, A-3	896 sq.ft.
Apartment w/ 2 Flrs, A-4	896 sq.ft.
Apartment w/ 2 Flrs, A-5	896 sq.ft.
Apartment w/ 2 Flrs, A-6	896 sq.ft.
Apartment w/ 2 Flrs, A-7	864 sq.ft.
Apartments Total	6,474 sq.ft.

Interior Circulation, Service & Mechanical	1,004 sq.ft.
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Parking, 9 Standard, 1 Handicap, & 1/2 Alley Way Sidewalk (Does not include Judy Plaza or Street Sidewalks)	2,920 sq.ft.
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301 Railroad Total Interior 16,900 sq.ft.

Town of Winters
Railroad Avenue Property
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PROJECT DESCRIPTION
 CONTINUED

311 RAILROAD AVENUE - PHASE 2
 Railroad and Abbey

GROUND LEVEL

Retail R-3	3,988 sq.ft.
Retail Total	3,988 sq.ft.

Interior Circulation, Service & Mechanical	896 sq.ft.
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2nd & 3rd FLOORS

Office w/ Loft, O-6	630 sq.ft.
Office w/ Loft, O-7	630 sq.ft.
Office w/ Loft, O-8	630 sq.ft.
Office w/ Loft, O-9	630 sq.ft.
Office w/ Loft, O-10	630 sq.ft.
Office w/ Loft, O-11	630 sq.ft.
Office w/ Loft, O-12	846 sq.ft.
Offices Total	4,626 sq.ft.

Apartment w/ Loft, A-8	810 sq.ft.
Apartment w/ 2 Flrs, A-9	1,152 sq.ft.
Apartment w/ 2 Flrs, A-10	896 sq.ft.
Apartment w/ 2 Flrs, A-11	896 sq.ft.
Apartment w/ 2 Flrs, A-12	896 sq.ft.
Apartment w/ 2 Flrs, A-13	896 sq.ft.
Apartment w/ 2 Flrs, A-14	896 sq.ft.
Apartment w/ 2 Flrs, A-15	896 sq.ft.
Apartment w/ 2 Flrs, A-16	864 sq.ft.
Apartments Total	8,202 sq.ft.

Interior Circulation, Service & Mechanical	864 sq.ft.
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Alleyway Bridge (Enclosed)	320 sq.ft.
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Parking; 9 Standard, 1 Handicap, & 1/2 Alley Way Sidewalk
 (Does not include Judy Plaza or Street Sidewalks)
 2,920 sq.ft.

311 Railroad Total Interior 18,896 sq.ft.

Town of Winters
 Railroad Avenue Property
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PROJECT DESCRIPTION
 CONTINUED

PROJECT PARKING

COMMERCIAL

301 RAILROAD

Commercial, Ground Level		
1 space / 1000 sq. ft.	4,130 sq. ft. =	12.39
Office, Upper Levels		
1 space / 1000 sq. ft.	3,338 sq. ft. =	10.01
	<u>Total Building</u>	<u>22.40</u>

311 RAILROAD

Commercial, Ground Level		
1 space / 1000 sq. ft.	3,988 sq. ft. =	11.96
Office, Upper Levels		
1 space / 1000 sq. ft.	4,626 sq. ft. =	13.88
	<u>Total Building</u>	<u>25.84</u>

TOTAL PROJECT REQUIRED 48.24

TOTAL PROJECT SUPPLIED 15.00

(Diagonal On Railroad & Abbey)
 (Diagonal on Abbey Option, 5 additional)

RESIDENTIAL

301 RAILROAD

Apartments		
1.25 spaces per Unit =	7 Units =	8.75

311 RAILROAD

Apartments		
1.25 spaces per Unit =	9 Units =	11.25

TOTAL PROJECT REQUIRED 20.00

TOTAL PROJECT SUPPLIED 20.00

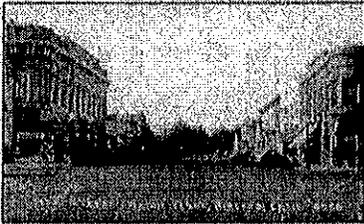
(On Site Under Cover)

(Note that Existing Parking Requirements for 1 Bedroom Apartments = 1 space per unit = 16 required)

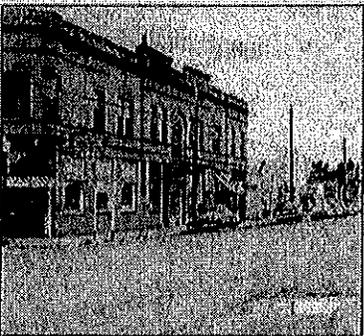
Town of Winters Railroad Avenue Property

February 17, 2006

MASTER PLAN INTEGRATION



Town of Winters, 1940



Town of Winters, 1940

ARCHITECTURAL RESPONSE

The overall project site plan and building program directly reflects the guidelines as outlined in the Winters Downtown Master Plan. These elements in general terms include; improvements to the Railroad Avenue streetscape, lighting and trees, development of diagonal parking spaces by increasing street R.O.W.'s, pedestrian bulb-outs at the corners of Main & Railroad and Abbey & Railroad, preservation of the alleyway axis for pedestrian circulation with the potential of "alley" retail, creation of a prime restaurant location, flexible specialty retail areas, professional 2nd level office spaces and a mix of apartment sizes.

The Railroad and Main Street Building occupies one of the most important and historically sensitive corners in the Winters downtown core. Because of this, the architectural response is of critical interest. Given its proximity to both the Hotel DeVille and Putah Creek buildings, it is the intention to equal but not exceed these existing building scales. It therefore should read as a single building with a street elevation from the corner to the mid block alley.

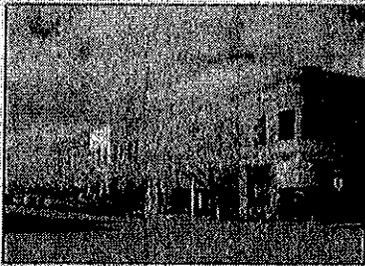
Judy Plaza is created by recessing the front corner of this building to retain the landmark palm. This creates a feature of architectural interest that will be balanced by the turrets on the Hotel DeVille and the dome of the Café building once they are restored. In addition, the size of the plaza is greatly expanded by incorporating sidewalk bulb outs. This public hardscape area provides a balance with the Rotary Park Expansion Project directly across the street.

The Railroad and Abbey Street Building should reflect the same level of historical sensitivity but use a slightly different façade pattern. This building's mass needs to be broken into smaller visually identifiable units to fit existing historical patterns.

On street elevations, building facades are to historically emulate fenestration patterns with the ground floor level constructed from rolled steel stock and glass store front used in a similar way as turn of the century cast iron commercial facades. Second floor facades are to be of brick with historically proportioned double hung windows set in rhythm. Facades are to be completed with developed cornice lines above.

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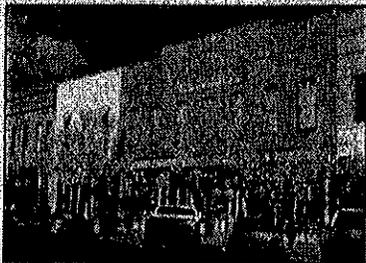
MASTER PLAN
INTEGRATION
CONTINUED



Railroad and Main



Railroad and Main



Main Street

Because of less critical visibility, building elevations on the interior of the block are able to have greater freedom in their architectural response. Here latitude can be taken with the use of materials commonly found in Winters alleys such as metal siding. It is also here that the opportunity to employ materials and methods which reflect the building's present design technologies and environmental (solar & green building) responses can be used.

**301 RAILROAD AVENUE (Railroad and Main)
BUILDING USE;**

The Ground Level Floor consists of two retail areas, one smaller and one larger. The larger space may be subdivided but it is desirable to be occupied by one lease holder as it is of the size to support a restaurant or similar use.

The 2nd Floor has a series of office spaces that face Main Street and Railroad Avenue. Each office has its entrance from a 2nd level hallway to the principle floor area. Each office also has a 3rd level mezzanine that is accessed by an internal stairway. This allows the street elevation to have a 2 story appearance for historical considerations.

On the 2nd and 3rd Floors, the building has five two level apartments that face east to the interior of the block. The apartment entrances are from a 3rd floor hallway such that a single hallway does not serve both office and residential uses. Each apartment has its living area on the 3rd floor with 2nd floor bedrooms accessed by internal stairs.

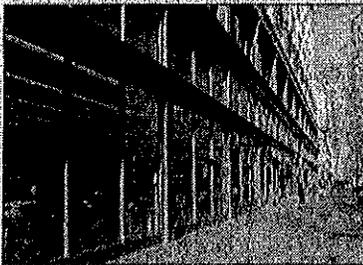
**311 RAILROAD AVENUE (Railroad and Abbey)
BUILDING USE;**

The Ground Level Floor consists of one retail area which is designed be subdivided into a series of spaces to be used either as retail or as offices as the market determines.

On the 2nd and 3rd Floors, the building has fifteen apartments. Eight smaller studio units face Railroad Avenue with their entrance from a 2nd level hall to the principle floor area and a 3rd level loft that is accessed by a internal stairway. This again allows the street elevation to have a 2 story appearance for historical considerations.

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Railroad Avenue Property
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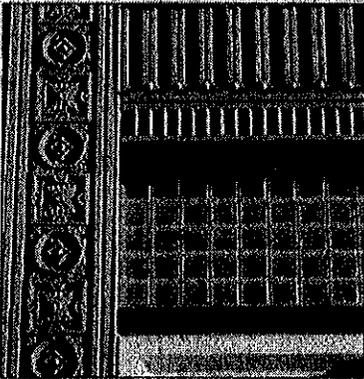
MASTER PLAN
INTEGRATION
CONTINUED



Retail Building by Dean Randle



Retail Building by Dean Randle



Retail Building by Dean Randle

Seven larger two level apartments face east to the interior of the block. Their entrances are from a 2nd level hall to the unit's bedroom floor with an internal stairway to the 3rd level living area.

PHASING

It is proposed to initially construct 301 Railroad Avenue and to be followed closely with the 311 Railroad Avenue building. This is desirable from several aspects. It reduces initial financial risk by allowing the program of 311 Railroad to be modified to meet the evolving real estate market. It also insures that available retail commercial space is brought online in stages such that the community's leasable value or sales price can be sustained and not adversely effected by too much inventory coming to market at one time.

PARKING

For this proposal to meet its on-site parking requirements as outlined in the Winters Master Downtown Plan, the project must either significantly reduce its overall building square footage or other mechanisms for meeting the requirement developed. This proposal reflects the current thinking that it is desirable both from the private sector and the City of Winters that the center of downtown be developed with a density which produces a vitality of business and living spaces.

As proposed, the initial phase would provide 10 covered parking spaces on site and develop diagonal parking along Railroad Avenue by expanding the road R.O.W. 10'. Any initial parking shortfall is to be made up by surface parking on the Phase 2, 311 Railroad site.

When the full project is developed 10 additional covered parking spaces are proposed meeting the Apartment's parking requirements. It is suggested that the Abbey Street R.O.W be increased to provide additional on street diagonal stalls. It is suggested that any project parking deficit (27.5 spaces as proposed) will be made up by a monetary contribution to an off site parking facility. Its location and cost per parking stall is to be developed in a comprehensive downtown parking master plan and available as a mechanism for other downtown developers as they bring projects on line.

LOT AREA

74.0' x 256.0' = 18,944 sq.ft.

SITE PLAN NOTES

1. 10' Building setback from property line.
2. 18 Standard Parking Spaces
3. 2 Handicap Parking Spaces
4. 15 New Diagonal Spaces (9 Previous Parallel Spaces)
5. Diagonal Parking Spaces (Potential on Abbey Street)
6. Judy Plaza w/ Landmark Palm
7. Alley Pedestrian Pass Through.

COMMON BUILDING AREAS

8. Stair Core to 2nd Level
9. Elevator Core
10. Service & Mechanical Areas

301 RAILROAD BUILDING NOTES

- Small Retail Area; R-1
- Large Retail Area; R-2 (Restaurant or similar)

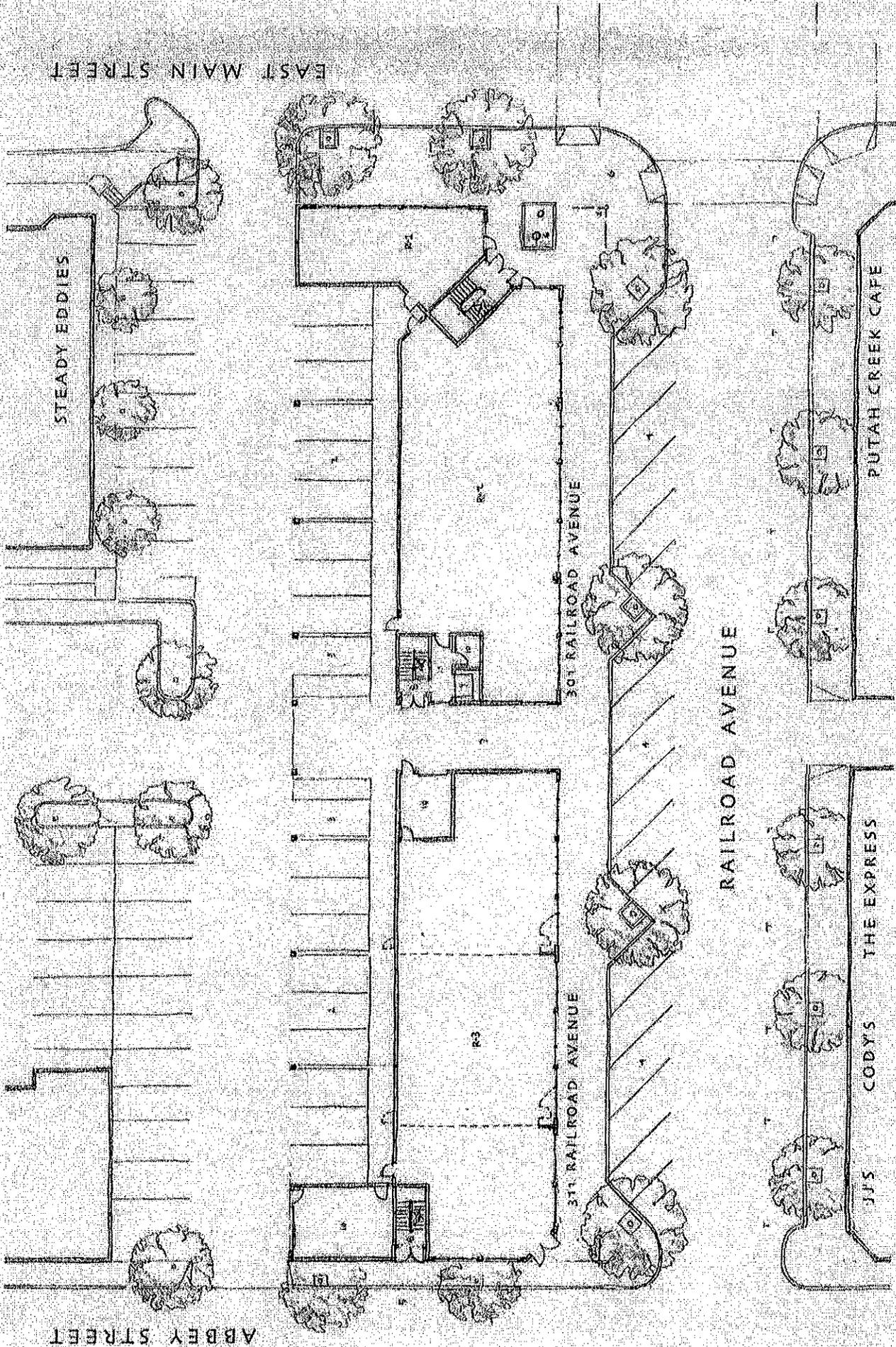
311 RAILROAD BUILDING NOTES

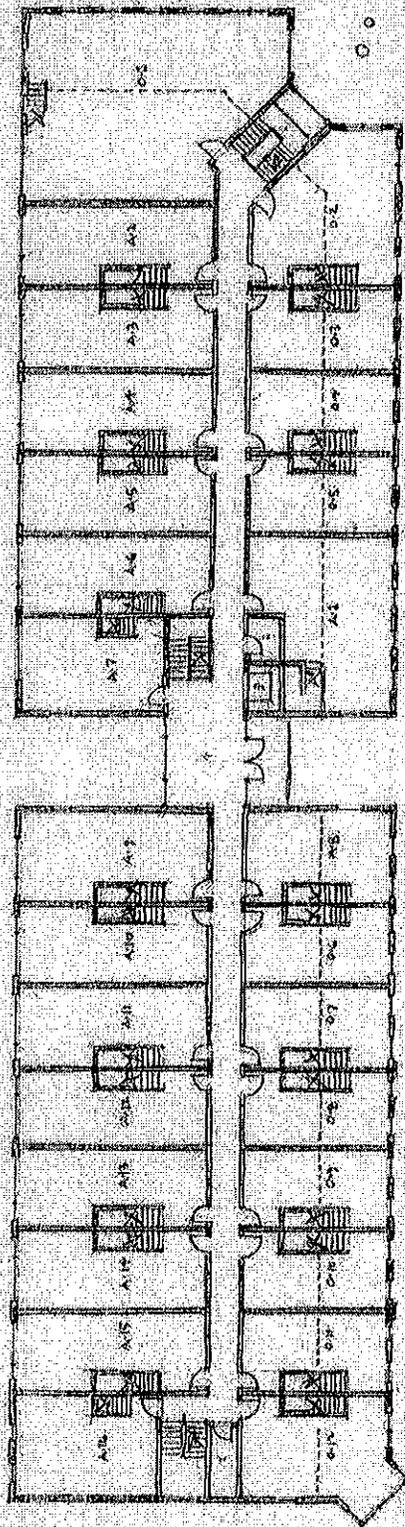
- Retail or Business Office R-3 (May Be Subdivided)

GROUND LEVEL PLAN

1" = 20.0'

1.08.06





301 RAILROAD BUILDING NOTES

- 2nd Level Office or Retail w/ Loft Above; O-1 thru O-5
- Studio Apartment w/ Loft Above; A-1
- 2nd Level Apartment w/ Living Above; A-2 thru A-7

311 RAILROAD BUILDING NOTES

- Professional Office w/ Loft Above; O-6 thru O-12
- Studio Apartment w/ Loft Above; A-8
- 2nd Level Apartment w/ Living Above; A-9 thru A-16

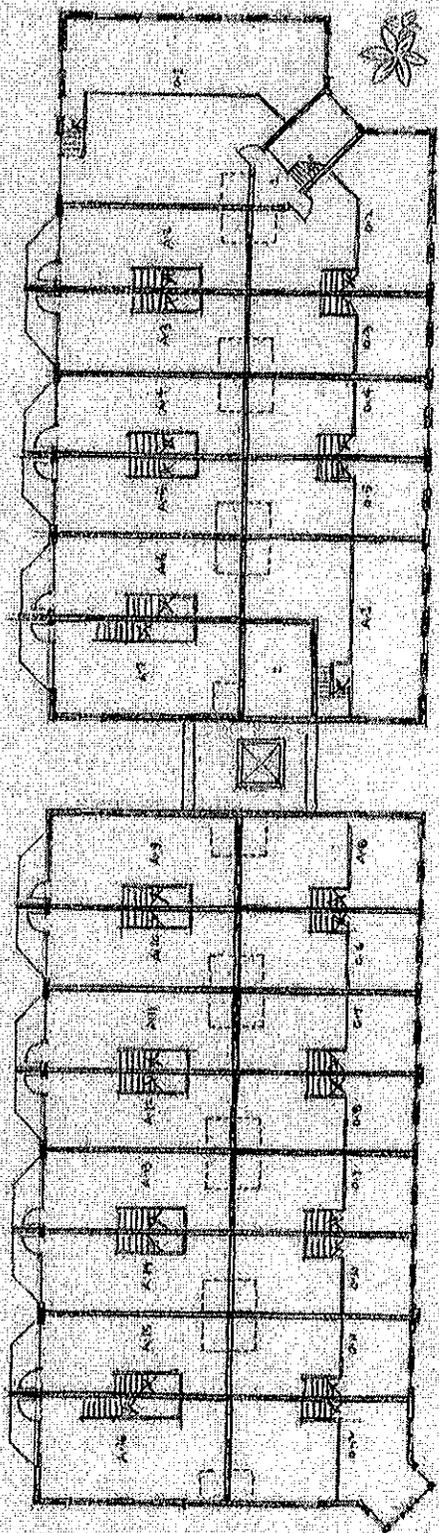
COMMON AREAS

1. Stair Core to 2nd Level
2. Service & Mechanical Area
3. Elevator Core
4. Subway Bridge

SECOND LEVEL PLAN

1" = 20'-0"

2/28/68



301 RAILROAD BUILDING NOTES

- 3rd Level Office or Retail Lot: O-1 thru O-5
- Studio Apartment Lot: A-1
- 3rd Level Apt. Living w/Edm. Below: A-3 thru A-7

311 RAILROAD BUILDING NOTES

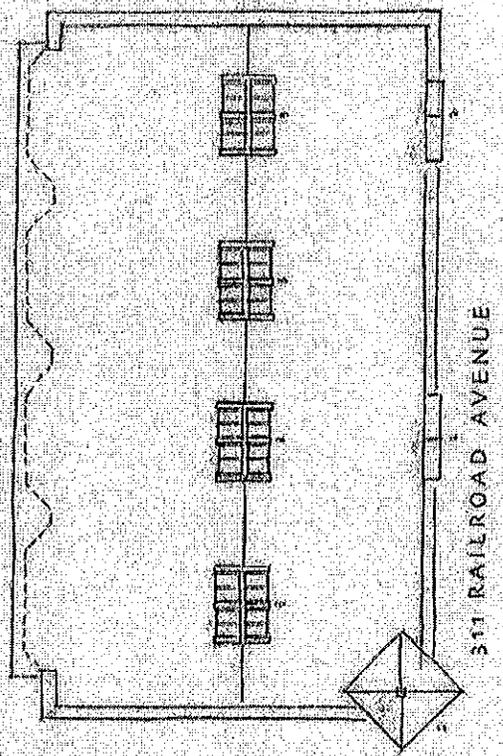
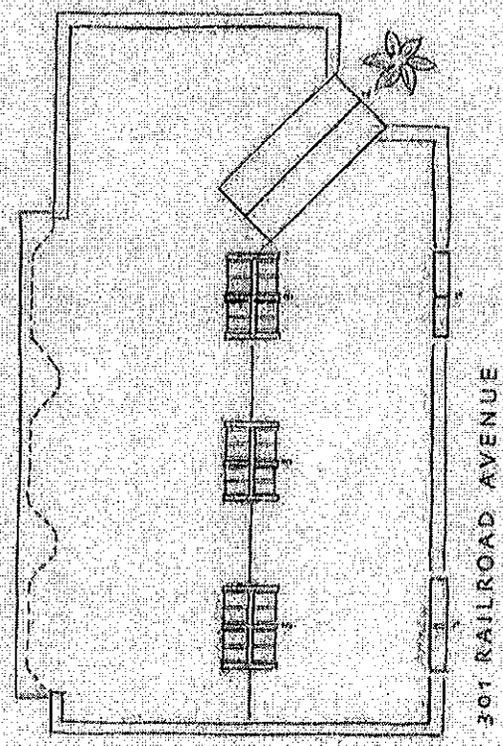
- Professional Office Lot: O-6 thru O-12
- Studio Apartment Lot: A-8
- 3rd Level Apt. Living w/Edm. Below: A-9 thru A-16

COMMON AREAS

1. Stair Core to 3rd Level
2. Service & Mechanical Area

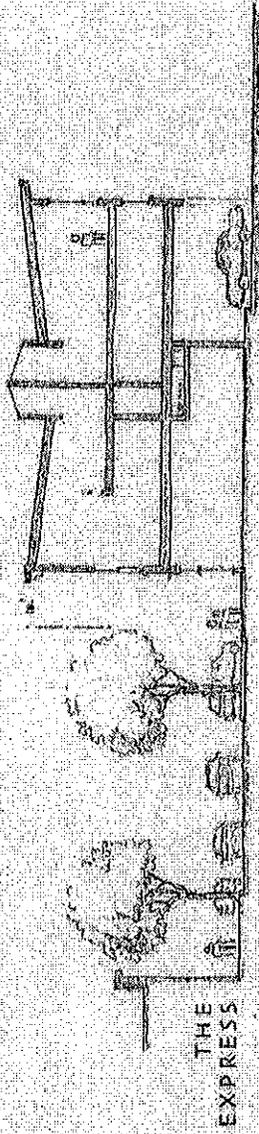
THIRD LEVEL PLAN

1" = 32.0'

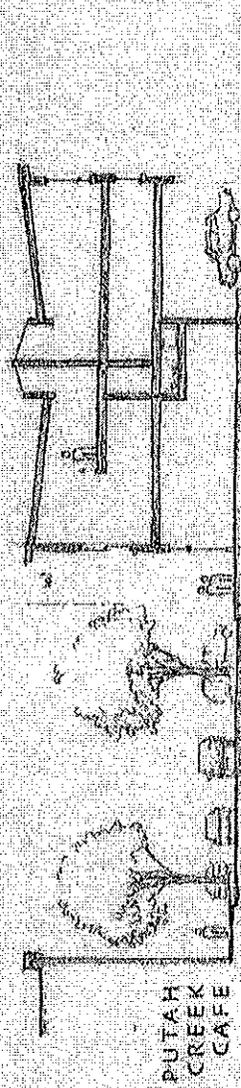


- BUILDING NOTES**
1. Corner Architectural Element
 2. Topside Corner Element
 3. Ridge Skylight to Area Below

ROOF LEVEL PLAN
 1" = 20'-0"
 3/28/06



SECTION (311 Railroad Avenue)
 1" = 20.0'
 2/21/08



SECTION (309 Railroad Avenue)
 1" = 20.0'
 2/21/08

Town of Winters
Railroad Avenue Property
 February 17, 2006

TIMELINE

PROJECT PHASING ALTERNATIVES

The project has been designed so that it can be developed and constructed in two phases, or all at once in a single phase.

If the two buildings were built in two phases, the proposed design and construction timeline would be as follows.

If the two buildings were built in one phase, all the work would occur in the Phase 1 timeline.

301 RAILROAD AVENUE -- PHASE 1
 Railroad and Main

February -- April 2006	Negotiation with City of Winters
May -- October 2006	Design and Drawing Production
November -- December 2006	Drawings in for Permit Review
November -- December 2006	Construction Bidding Phase
January -- December 2007	Construction Phase

311 RAILROAD AVENUE - PHASE 2
 Railroad and Abbey

May -- October 2007	Design and Drawing Production
November -- December 2007	Drawings in for Permit Review
November -- December 2007	Construction Bidding Phase
January -- December 2008	Construction Phase

PREMIER Commercial

Real Estate Services

Mr. Paul Fair and John Siracusa
JDS Builders Group
7 East Main Street
Winters, CA. 95694

February 16, 2006

Re: Railroad Development Financing

Dear John and Paul,

Premier Commercial is interested in becoming a financial and development partner in the Railroad Street Project. Our participation with you during the submittal proforma has given us a good understanding of the project. We believe the project will be a significant positive addition to Winters and should continue to promote the economic health of the Downtown district. We appreciate the direction that the City of Winters is taking with the Downtown and we are interested in contributing to the success of Downtown's ongoing revitalization.

We are looking forward to sitting down with you and the City to discuss the Project and our participation. We believe that we can be a positive resource for you and the City as you continue to develop the Downtown District. We offer financial participation along with expertise in Commercial Downtown Development.

Thank you for providing Premier Commercial with an opportunity to contribute to this project. We look forward to working with you to deliver a quality addition to the Downtown revitalization.

Sincerely,



Ron Waslohn
Partner



February 16, 2006

Mr. John Siracusa
Mr. Paul Falr
JDS Builders Group
7 East Main Street
Winters, CA 95694

Re: Railroad Development Financing

Dear John and Paul:

Thank you for inviting NVB Business Bank to be part of the financing needs for the Railroad Street Project, and thank you for taking the time to explain the project to us. We believe that the project will be a huge success for everyone involved and especially for the future momentum of downtown Winters.

We are interested in trying help you with the financing on this project and look forward to receiving additional details on the cost break down, specification, plans, and project cash flow as finally approved by the City. Assuming JDS is selected for the development of the project, we understand that the next step will be a design approval process that will further define the project size, scope, schedule, phasing, and more specifically identify the costs of the project.

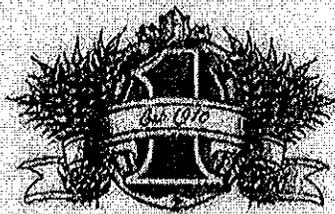
Our banking relationship with JDS continues to be strong. Winter's Village East is nearly complete. We appreciate the successful experience we have had with JDS Builders Group and look forward to a continuing business relationship in the future.

Sincerely,

A handwritten signature in cursive script that reads "John Prescott".

John Prescott
Vice President
NVB Business Bank
711 Jefferson Street
Fairfield, CA 94533
Phone 707-432-4448
Fax 707-429-3609
email: jprescott@novb.com

Fairfield
Rockville
Santa Rosa
Ukiah
Woodland



FIRST NORTHERN BANK

February 15, 2006

John Siracusa and Paul Fair
Golden Hills LLC
7 E. Main St.
Winters CA 95694

Dear John and Paul:

In response to your recent request, the Bank is interested in discussing construction/permanent financing for your proposed project. This letter is an expression of interest and is not a commitment to lend on the part of the bank. The following are preliminary terms for your consideration.

1. **Loan Amount:**
\$4,271,500 with a maximum of 70% of the appraised value of the subject property or 75% of actual costs, whichever is higher.
2. **Interest Rate:**
1.0% percentage points in excess of our Base Rate for the first two years. Permanent financing may be offered for any remaining balance after the sale of the condos at a five year fixed rate based on the Five Year T-Bill rate plus 3.35% (current rate would be 7.85%).
3. **Maturity:**
2 years
4. **Collateral:**
Deed of Trust of 1st priority covering that real property and improvements located at subject property.
5. **Title Insurance:**
ALTA Extended Loan Coverage Policy and those endorsements we may require for the amount of the loan, subject only to those liens, easements and restrictions as may be acceptable to us.

6. Appraisal:

The real property collateral must be appraised at an amount no less than \$6,000,000 by an appraiser acceptable to us, using appraisal methods and standards acceptable to us.

7. Guaranties:

From JDS Builders Group Inc. for the principal amount.

8. Loan Purpose:

Construction of a mixed use building on Main Street in Winters CA.

9. Fees:

Loan Fee: 1% of loan amount

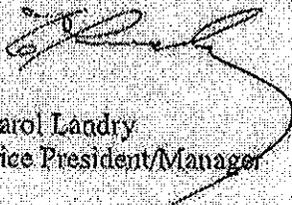
Other Fees: Appraisal, second review appraisal, environmental reports, title fees, etc..

10. Repayment:

Interest monthly for 24 months from interest reserve.

These terms are offered as a beginning point of our conversation regarding your financing. Final terms are to be determined and are subject to final approval by the Bank. Thank you for considering First Northern Bank for this project financing.

Sincerely,


Carol Landry
Vice President/Manager

Town of Winters Railroad Avenue Property Proforma

Summary

Total Land Purchase SF	18,944.00
Total Land Purchase Amount	\$ 265,216.00
Purchase Price per SF	\$ 14.00
Total Site area	18,944.00
Total Commercial building area	20,800
Total Commercial leaseable area	17,516
Total Residential Building Area	14,676
Site Construction Cost per SF	\$ 45.00
Commercial Shell Construction Cost per SF	\$ 165.00
Residential Shell Construction Cost per SF	\$ 215.00
Land area	10,944.00

Leasing Rate per year (NNN)	Per Year	Per Month	Per SF
Annual Retail Lease	\$ 180,736.49	\$ 13,394.70	\$ 1.65

Hard Costs

Commercial Shell	\$ 3,432,000.00	
Residential Shell	\$ 3,155,340.00	
Site work/Landscaping	\$ 527,350.00	
Land	\$ 265,216.00	
Contingency	\$ 338,399.00	10% of Hard Costs
Sub-total Hard Costs	\$ 7,718,305.00	

Soft Costs

Pre-Construction:

Architecture / Site & landscape Design	\$ 225,000.00
Civil & Structural Engineer	\$ 206,000.00
Soils Report	\$ 8,000.00
PG&E	\$ 10,000.00
Permit Fees	\$ 493,000.00

Development Soft Costs

Property tax during construction (1.2% per year * Land Cost)	\$ 3,182.69	
Builders Risk Insurance	\$ 194,000.00	
Bonding Costs	\$ 145,600.00	
Legal and closing	\$ 125,900.00	
Sales commission	\$ 359,711.00	
Soft Cost Contingency	\$ 88,514.68	5% of Soft cost
Developer Fee (NIC Land)	\$ 170,000.00	5% of Hard cost
Sub-Total Soft Costs	\$ 2,028,808.27	

Financing

Construction / Take out financing fee	\$ 86,550.00	1% fee
Interest during construction	\$328,792.00	8%
Sub-total Financing	\$ 415,342.00	

Total Development Costs \$ 10,162,455.27

Equity

Total Development Cost	\$ 10,162,455.27
Mortgage	\$8,838,086.98
Equity Required	\$ 1,624,368.29

Loan Analysis

A. Income approach	
1st year NOI	\$ 148,976.68
Value at 7.5% cap	\$ 1,986,355.69
Loan @ 70% LTV	\$ 1,390,448.98

Railroad Building

Construction Interest Sample

Enter Date: 4/1/2006

Amount of Loan Interest Rate 8%

Month	Draw Amount	Interest on Amount Drawn based full yr	Months Borrowed	Prorated Interest Cost Per Draws
January	\$ 173,118.74	13849.4992	11	\$19,620.12
February	\$432,796.85	\$34,823.75	10	\$46,165.00
March	\$605,915.59	\$48,473.25	9	\$66,354.94
April	\$865,593.70	\$69,247.50	8	\$46,165.00
May	\$1,038,712.44	\$83,097.00	7	\$48,473.25
June	\$1,298,390.55	\$103,871.24	6	\$51,935.62
July	\$1,125,271.81	\$90,021.74	5	\$37,509.06
August	\$865,593.70	\$69,247.50	4	\$23,082.50
September	\$692,474.96	\$55,398.00	3	\$13,849.50
October	\$519,356.22	\$41,548.50	2	\$6,924.75
November	\$519,356.22	\$41,548.50	1	\$3,462.37
Totals	\$8,136,580.78	\$650,926.46		\$333,542.11

Annual Property Operating Data

Property Name Railroad Building
 Location Winters
 Type of Property Mixed Use
 Size of Property 8,118 (Sq. Ft./Units)
 Purpose of analysis Proforma

Purchase Price 2,731,668
 Plus Acquisition Costs _____
 Plus Loan Fees/Costs _____
 Less Mortgages 2,321,917
 Equals Initial Investment 409,751

Assessed/Appraised Values
 Land 265,216 10%
 Improvements 2,466,452 90%
 Personal Property 0 0%
 Total 2,731,668 100%

	Balance	Periodic Pmt	Pmts/Yr	Interest	Amort Period	Loan Term
1st	\$2,321,917	\$17,921	12	8%	25	10
2nd						

Adjusted Basis as of 16-Feb-06 \$2,261,107

ALL FIGURES ARE ANNUAL

2E+06
 \$/SQ FT
 or \$/Unit

%
 of GOI

COMMENTS/FOOTNOTES

1	POTENTIAL RENTAL INCOME	<u>19.80</u>		<u>160,736</u>	<u>PRI per SF * Size of Property</u>	
2	Less: Vacancy & Cr. Losses		<u>(5.0%</u> of PRI)	<u>8,037</u>		
3	EFFECTIVE RENTAL INCOME			<u>152,700</u>		
4	Plus: Other Income (collectable)			<u>43,073</u>		
5	GROSS OPERATING INCOME			<u>195,773</u>		
OPERATING EXPENSES:						
7	Real Estate Taxes		<u>1.00%</u>	<u>17,665</u>		
8	Personal Property Taxes					
9	Property Insurance			<u>6,000</u>		
10	Off Site Management		<u>4.00%</u>	<u>7,831</u>		
11	Payroll					
12	Expenses/Benefits					
13	Taxes/Worker's Compensation					
14	Repairs and Maintenance			<u>9,000</u>		
	Utilities:			<u>4,300</u>		
15	All other Operating Costs					
16						
17						
18						
19	Accounting and Legal			<u>2,000</u>		
20	Licenses/Permits					
21	Advertising					
22	Supplies					
23	Miscellaneous Contract Services:					
24						
25						
26						
27						
28						
29	TOTAL OPERATING EXPENSES			<u>46,796</u>	<u>Total of Expense Column</u>	
30	NET OPERATING INCOME			<u>148,977</u>		
31	Less: Annual Debt Service			<u>183,432</u>		
32	Less: Participation Payments					
33	Less: Leasing Commissions					
34	Less: Funded Reserves					
35	CASH FLOW BEFORE TAXES			<u>(\$34,455)</u>		

Prepared for: Railroad Building

Prepared by: Ron

Cash Flow Analysis Worksheet

Property Name Railroad Building
 Prepared For Railroad Building
 Prepared By Ron
 Date Prepared 16-Feb-06

Purchase Price 2,731,668
 Plus Acquisition Costs _____
 Plus Loan Fees/Costs _____
 Less Mortgages 2,321,917
 Equals Initial Investment 409,751

Mortgage Data			Cost Recovery Data		
	1st Mortgage	2nd Mortgage		Improvements	Personal Property
Amount	2,321,917		Value	2,041,577	
Interest Rate	8.00%		C. R. Method	SL	
Amortization Period	25 Years		Useful Life	39	
Loan Term			In Service Date	1-Jan-06	
Payments/Year	12	12	Date of Sale	December-10	
Periodic Payment	17,920.93		Recapture		
Annual Debt Service	215,051.18		Investment Tax		
Loan Fees/Costs			Credit (\$\$ or %)		

Taxable Income

End of Year	1	2	3	4	5
1 Potential Rental Income	160,736	165,558	170,525	175,641	180,910
2 -Vacancy & Credit Losses	(8,037)	(8,278)	(8,526)	(8,782)	(9,046)
3 =Effective Rental Income	168,773	173,836	179,052	184,423	189,956
4 +Other Income (collectable)	43,073	44,365	45,696	47,067	48,479
5 =Gross Operating Income	211,846	218,202	224,748	231,490	238,435
6 -Operating Expenses	46,796	48,200	49,648	51,135	52,669
7 =NET OPERATING INCOME	165,050	170,002	175,102	180,355	185,766
8 -Interest - 1st Mortgage	184,655	182,132	179,400	176,441	173,236
9 -Interest - 2nd Mortgage					
10 -Participation Payments					
11 -Cost Recovery - Improvements	50,162	52,346	52,346	52,346	50,162
12 -Cost Recovery - Personal Property					
13 -Amortization of Loan Fees/Costs					
14 -Leasing Commissions					
15 =Real Estate Taxable Income	(69,767)	(64,476)	(56,644)	(48,432)	(37,632)
16 Tax Liability (Savings) at 42.0%	(29,302)	(27,080)	(23,790)	(20,341)	(15,806)

Cash Flow

17 NET OPERATING INCOME (Line 7)	165,050	170,002	175,102	180,355	185,766
18 -Annual Debt Service	215,051	215,051	215,051	215,051	215,051
19 -Participation Payments					
20 -Leasing Commissions					
21 -Funded Reserves					
22 =CASH FLOW BEFORE TAXES	(50,001)	(45,049)	(39,949)	(34,696)	(29,286)
23 -Tax Liability (Savings) (Line 16)	(29,302)	(27,080)	(23,790)	(20,341)	(15,806)
24 =CASH FLOW AFTER TAXES	(\$20,699)	(\$17,969)	(\$16,159)	(\$14,355)	(\$13,480)

Alternative Cash Sales Worksheet

	Mortgage Balances					
	End of Year:	1	2	3	4	5
Principal Balance - 1st Mortgage		2,291,521	2,258,601	2,222,950	2,184,340	2,142,524
Principal Balance - 2nd Mortgage						
TOTAL UNPAID BALANCE		\$2,291,521	\$2,258,601	\$2,222,950	\$2,184,340	\$2,142,524

Calculation of Sale Proceeds

PROJECTED SALES PRICE	\$2,733,408	\$2,551,181	\$2,251,042
	(At 7% cap)	(At 7.5% cap)	(At 8.5% cap)

CALCULATION OF ADJUSTED BASIS:			
1 Basis at Acquisition	\$2,261,107	\$2,261,107	\$2,261,107
2 +Capital Additions			
3 -Cost Recovery (Depreciation) Taken	257,362	257,362	257,362
4 -Basis in Partial Sales			
5 =Adjusted Basis at Sale	2,003,745	2,003,745	2,003,745

CALCULATION OF CAPITAL GAIN ON SALE:			
6 Sale Price	2,733,408	2,551,181	2,251,042
7 -Costs of Sale	164,004	153,071	136,063
8 -Adjusted Basis at Sale (Line 5)	2,003,745	2,003,745	2,003,745
9 -Participation Payment on Sale			
10 =Gain or (Loss)	565,659	394,365	112,234
11 -Straight Line Cost Recovery (limited to gain)	257,362	257,362	112,234
12 -Suspended Losses			
13 =Capital Gain from Appreciation	308,296	137,003	

ITEMS TAXED AS ORDINARY INCOME:			
14 Unamortized Loan Fees/Costs (negative)			
15 +			
16 =Ordinary Taxable Income			

CALCULATION OF SALES PROCEEDS AFTER TAX:			
17 Sale Price	2,733,408	2,551,181	2,251,042
18 -Cost of Sale	164,004	153,071	136,063
19 +Balance of Funded Reserves			
20 -Mortgage Balance(s)	2,142,524	2,142,524	2,142,524
21 -Participation Payments on Sale			
22 =Sale Proceeds Before Tax	426,879	255,586	(26,545)
23 -Tax (Savings): Ordinary Income at 42% of line 16			
24 -Tax: Straight Line Recapture at 25% of line 11	64,341	64,341	28,059
25 -Tax on Capital Gains at 15% of line 13	46,244	20,550	
26 =SALE PROCEEDS AFTER TAX	\$316,294	\$170,695	(\$54,604)

INTERNAL RATES OF RETURN

INTERNAL RATES OF RETURN

BEFORE TAX

Alternative 1		Alternative 2		Alternative 3	
n	\$	n	\$	n	\$
0	(409,751)	0	(409,751)	0	(409,751)
1	(50,001)	1	(50,001)	1	(50,001)
2	(45,049)	2	(45,049)	2	(45,049)
3	(39,949)	3	(39,949)	3	(39,949)
4	(34,696)	4	(34,696)	4	(34,696)
5	(29,286) + 426,879	5	(29,286) + 255,586	5	(29,286) + (26,545)
IRR= Negative		IRR= Negative		IRR= Negative	
NPV= \$0		NPV= (\$353,147)		NPV= (\$638,277)	
@ 8.6%		@ 0%		@ 0%	

AFTER TAX

Alternative 1		Alternative 2		Alternative 3	
n	\$	n	\$	n	\$
0	(409,751)	0	(409,751)	0	(409,751)
1	(20,699)	1	(20,699)	1	(20,699)
2	(17,969)	2	(17,969)	2	(17,969)
3	(16,159)	3	(16,159)	3	(16,159)
4	(14,355)	4	(14,355)	4	(14,355)
5	(13,480) + 316,294	5	(13,480) + 170,695	5	(13,480) + (54,604)
IRR= -9.46%		IRR= Zero		IRR= Negative	
NPV= \$409,781		NPV= \$88,033		NPV= (\$137,266)	
@ 9.48%		@ 0%		@ 0%	

Cap rate used on Sale = 7.0%

Cap rate on Sale = 7.5%

Cap rate on Sale = 8.5%

Authored by Gary G. Tharr, CCIM. Copyright © 2002 by the CCIM Institute.

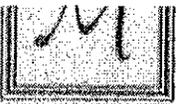
The statements and figures herein, while not guaranteed, are secured from sources we believe authoritative.

Assumptions

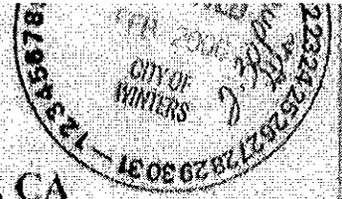
Ordinary Income Tax Bracket 42%
 Capital Gain Max Tax Rate 15%
 Tax Rate on Straight Line Recapture 25%
 Month Placed In Service: January

Year-->	1	2	3	4	5	6
Vacancy Rates (enter just year 1, or each year)	5.00%	5.00%	5.00%	5.00%	5.00%	5.00%
Rent Income Escalators (enter just year 2, or each year)		3.00%	3.00%	3.00%	3.00%	3.00%
Other Income Escalator		3.00%	3.00%	3.00%	3.00%	3.00%
Expense Escalators (enter just year 2, or each year)		3.00%	3.00%	3.00%	3.00%	3.00%

	Alternative 1	Alternative 2	Alternative 3
Cap rate used in Sale	7.00%	7.50%	8.50%
Expenses of Sale	6.00%		



MONTICELLO WINTERS, CA



PROJECT NOTES:

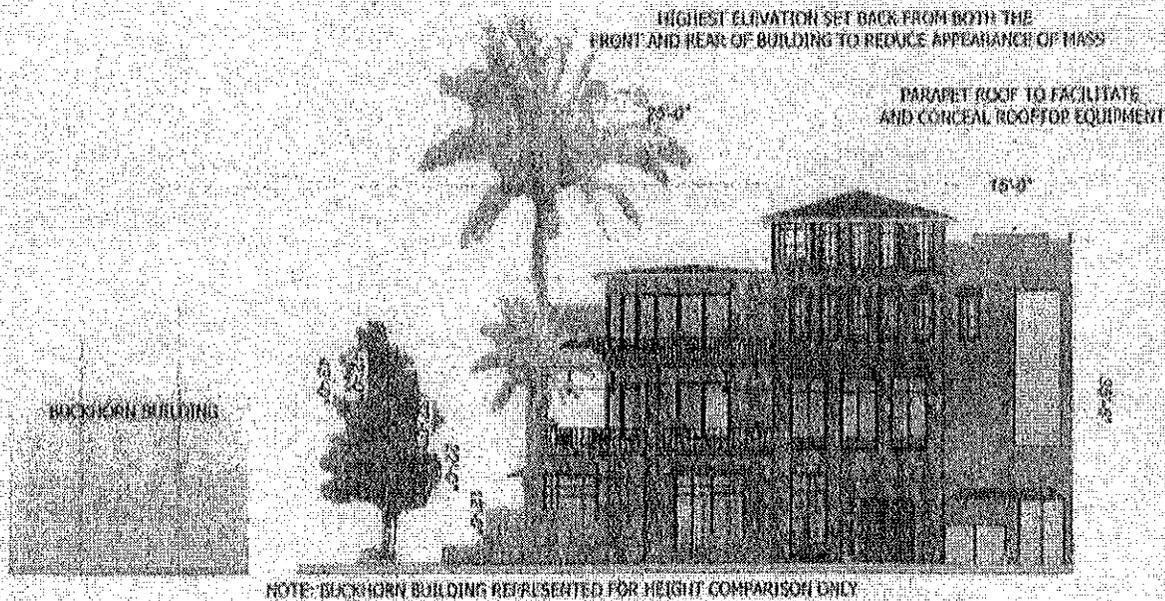
PHYSICAL ASPECTS:

In line with the Downtown Master Plan, *Monticello*, is a multi use project consisting of commercial on the first level, office space on the second level, and residential quarters above. We will build it in materials we feel will balance the weight and structure of both the *Buekhorn* and *Putah Creek* buildings.



Our building, at its peak, will reach 42 feet, one foot shorter than the *Buekhorn* building. However, our building is designed to appear less massive due to the set backs of the loft condominiums. Because of the loft terraces, the vertical rise on the third floor will begin between 8½ feet to over 20 feet, depending upon the unit, back from the face of the building.

The fourth floor consists only of master bedroom suites and terraces in which the vertical rise will begin 25 feet to 30 feet from the front face and 15 feet from the back of the building.



The building will be accented with landscaped terraces, courtyards, rock, and high-low smooth stucco in a palette similar to the sample colors we have provided, complimenting the existing downtown buildings. Handcrafted metal railings and awnings, heavy rustic wood doors, and custom designed waterwalls and fountains will hopefully help qualify the project as "public art" in and of itself.

There are public restrooms on the ground floor along with two elevators and two commercial trash compactors. Our project name, *Monticello*, will be abstractly represented in several locations including the waterwall fountains supporting the two staircases.

We have conceptually drawn in the deli, restaurant, and gym only as a spring board, however, we would hope to work closely with anyone who buys or leases these spaces to ensure quality and consistency in the overall atmosphere.

We are planning to keep and run the anchor store, *Dare*, ourselves, along with a design studio above and a space we intend to use for private gatherings, perhaps such things as cooking classes and demonstrations meals.

We desire to finish our lofts in a way that will encourage creative and graceful living. They will be as open and light as possible. Unique materials and products of stone and copper will be used to help to make the interiors unique. The outdoor terraces will have built in barbeques and outdoor gas fireplaces.

The fifteen foot set back behind the master bedroom suites, which will receive their southeastern light via a horizontal line of glass block high on that wall, will have a parapet along the edge of the building to enclose mechanical equipment. We are looking at the feasibility of placing solar panels there.

In the continuous process of our design, we will strive to achieve a finished product which will compliment, enhance and balance the existing downtown core.

PRACTICAL ASPECTS:

Time Frame: It is in our interest, as well as the City's, to complete this project with as little delay as possible. After entering into a development agreement with the City and receiving our permits and financing, our completion date should be within 18 months from the time we break ground. We intend to meet this aggressive schedule by utilizing skilled, trade specific subcontractors, sequenced in a well planned and efficient manner in order to optimize both quality and speed.

Affordable Housing: We don't foresee fulfilling the affordable housing requirement to be an issue. We can ensure a minimum of 15% and most likely will come in higher.

Offsite : As offsite and utility work is our specialty, we do ask, if awarded this project, that we will be able to work closely with the city regarding the bulb outs, utility upgrades and streetscape plans in order to coordinate the aesthetics and completion time.

PHILOSOPHICAL NOTES:

It is important to us to create a space that is in line with downtown, not only visually, but also in essence and feeling. Our family has a multigenerational commitment to the community and we would like to help ensure that our children and grandchildren have the opportunity to experience the same small-town traditions and support that we have had. To help achieve this we will make an effort to fill our spaces with business that not only have great merit and creativity in their products, but also ones that will help retain the sense of community that Winters already has.

Our ambition is to produce a unique and beautiful building. This comes not only from an altruistic "joy of personal expression" motive, but also is supported by our business perspective. Our theory is that if you use your resources to create a space that is memorable enough, you can impact people passing through to the extent that they inadvertently do your advertising for you. Although the upfront cost of building out a construction project in this manner is higher than what may be technically necessary, we believe this is the approach that will be the most beneficial to both our project and the community.

QUALIFYING ASPECTS:

Monticello Investors, LLC, is a limited liability company that has been formed by Joe and Karen Ogando for the initial purpose of building out this project should it be awarded to us. Together, we founded and own *K.O. Construction*, which now consists of three corporations. The largest of these specializes in underground utilities. *K.O. Construction* has worked on numerous projects, varying in scope, both locally and throughout Northern California since 1987. We have, independent of *K.O. Construction*, also been involved in other various projects and investments, one of which was *Silveredge*, a 29 lot subdivision here in Winters. Currently, along with a partner, we are in the process of developing, *San Cosme*, a 365 acre marina and planned community on the *Sea of Cortez, B.C.S. Mexico*.

Other principles in the project are as follows:

Cole and Sara Ogando

After graduating college from St. Mary's College of California in 2002, Cole Ogando began working for *K.O. Construction*. He now serves as Vice-President of *K.O. Underground Construction*. He is responsible for all daily operations of work, from new business development, to estimating and bidding out jobs, to managing employees. Cole is also in charge of coordinating underground utilities from preliminary plans to final completion. His wife, Sara Ogando, joined *K.O. Construction* in 2003. She presently serves as the company's financial administrator and handles accounting and tax reports, along with portions of the scheduling and purchasing.

Joseph D. Ogando

Joseph D. Ogando is currently a superintendent for *Sterling Chateau*, a *Meritage* semi custom home development in Vacaville, CA. He has managed this 132 single family home project in all aspects, from start to finish. This position has required him to coordinate and manage an entire development starting with raw land, from clear and grub through certificate of occupancy, while maintaining a 90 day per house schedule. In conjunction he has supervised subcontractors and employees and managed all aspects of warranty issues and customer service.

Due to our many years of combined experience, we feel we can demonstrate a credible knowledge of the industry in all aspects of development, from underground joint trench to finish work. Our decades of experience have provided us with an extensive network of professional and trades people. With each member bringing his or her own expertise to the table, we feel we are very capable of producing a quality product in a timely manner.

LICENSES AND CREDENTIALS:

Joseph E. Ogando

**General Engineering A Contractors License
Hazardous License
C61 License**

Karen M. Ogando

**General Engineering A Contractors License
General Building B Contractors License
Real Estate License
B.A. U.C. Davis**

Joseph D. Ogando

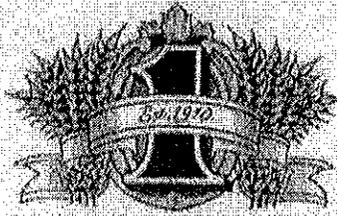
**General Engineering A Contractors License
B.S. Agribusiness, Joint Concentration in
Finance and Appraisal
Cal Poly State University**

Jonathan Cole Ogando

**B.S. Business Administration
St. Mary's College of California**

Sara M. Ogando

**B.A. Communications
Emphasis in Advertising and Marketing
St. Mary's College of California**



FIRST NORTHERN BANK

February 10, 2006

City of Winters
318 First St
Winters, CA 95694

To Whom It May Concern:

Karen and Joe Ogando and K O Construction, Inc. have been longtime valued customers of First Northern Bank for well over twenty years. All financial responsibilities have been handled in an extremely professional manner.

Over the years we have become very familiar with the strong financial position of the Ogando's and their adept ability to handle complex construction projects. Their projects are always handled with the utmost attention to detail and time management. We have reviewed the downtown Winters project and we look forward to partnering with them to see this valuable addition come to fruition. Once the Ogando's submit all necessary documents to the Bank we will move forward with a presentation to our loan committee.

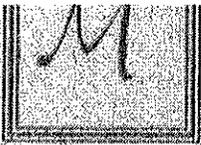
The Ogando's have been a valued asset to First Northern Bank and we have the utmost respect for them as individuals and as business people. We have an excellent relationship with Mr. and Mrs. Ogando and would not hesitate to recommend them as an extremely talented and responsible party for any endeavor that they may embark upon.

Sincerely,

Jessica Kilkenny
Vice President/Manager

JK

EST. 1910



MONTICELLO TOTAL SQUARE FOOTAGES

1ST FLOOR

COMMERICAL/ RETAIL SPACE 7,986 SQ. FT.

2ND FLOOR

OFFICE SPACE 10,042 SQ. FT.

3RD FLOOR

2 CONDOS @ 2155 SQ. FT. (3 BED, 2 BATH)

2 CONDOS @ 1319 SQ. FT. (2 BED, 2 BATH)

5 CONDOS @ 1837 SQ. FT. (2 BED, 2 BATH)

TOTAL CONDO LIVABLE SPACE 16,133 SQ.FT.

TOTALS

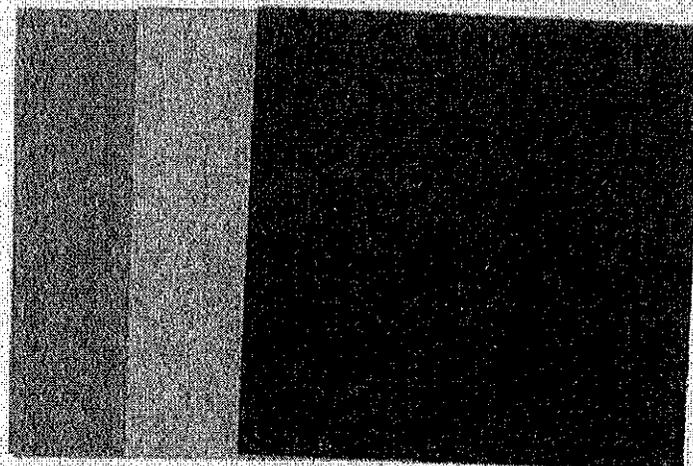
TOTAL TERRACES 4,835 SQ. FT.

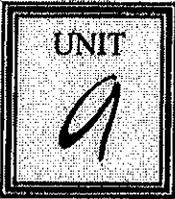
TOTAL COURTYARDS 1,740 SQ. FT.

TOTAL PUBLIC RESTROOMS 183 SQ. FT.

TOTAL PARKING 1,790 SQ. FT.

TOTAL WALKWAYS 7,916 SQ. FT.

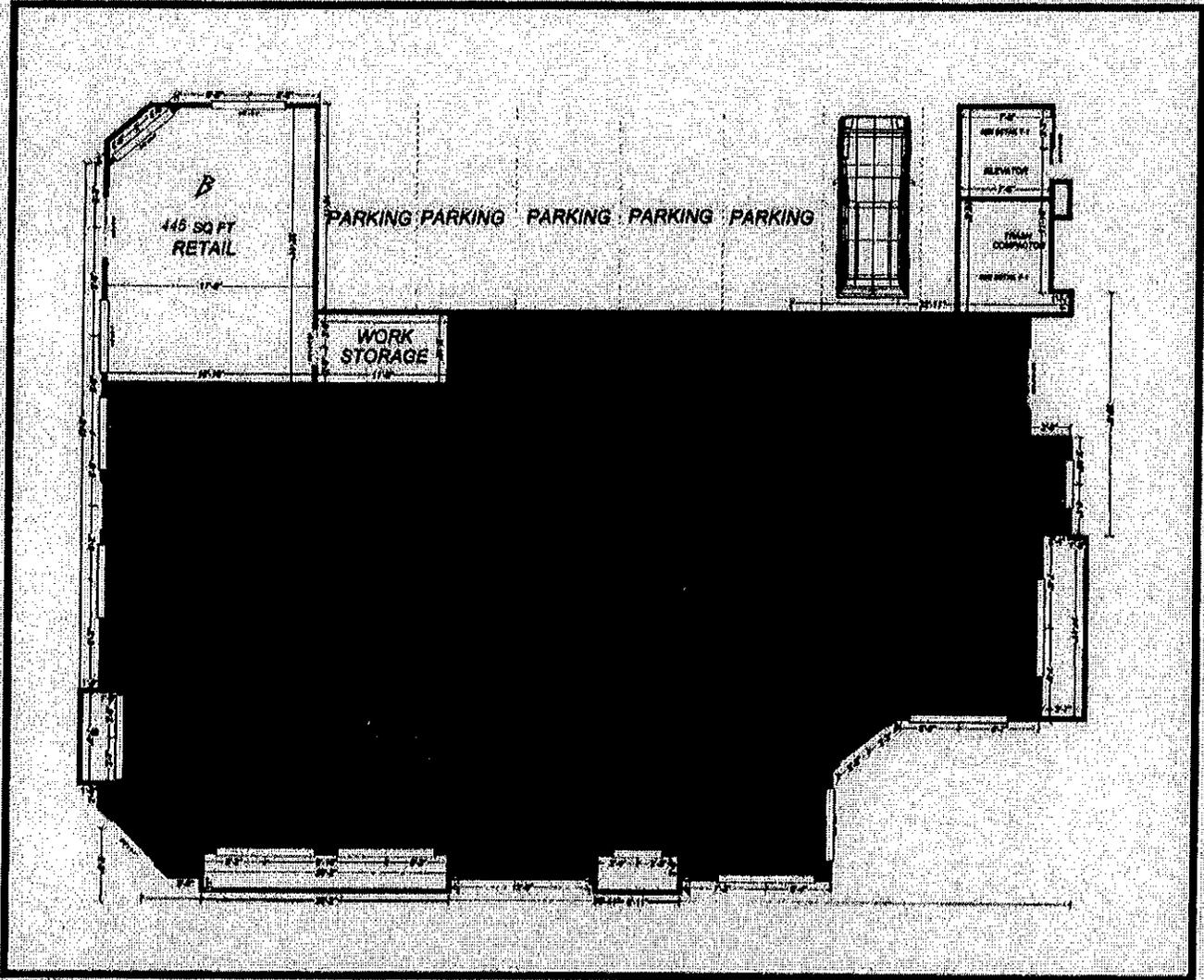




MONTICELLO INVESTORS, LLC.

WINTERS, CA

APPROX. 3119 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: +/- 3119 SQ. FT. TOTAL
+/- 2356 SQ. FT. INTERIOR
+/- 763 SQ. FT. COURTYARD

SUGGESTED USE: RETAIL SPACE
1ST FLOOR
ADDRESS: N/A

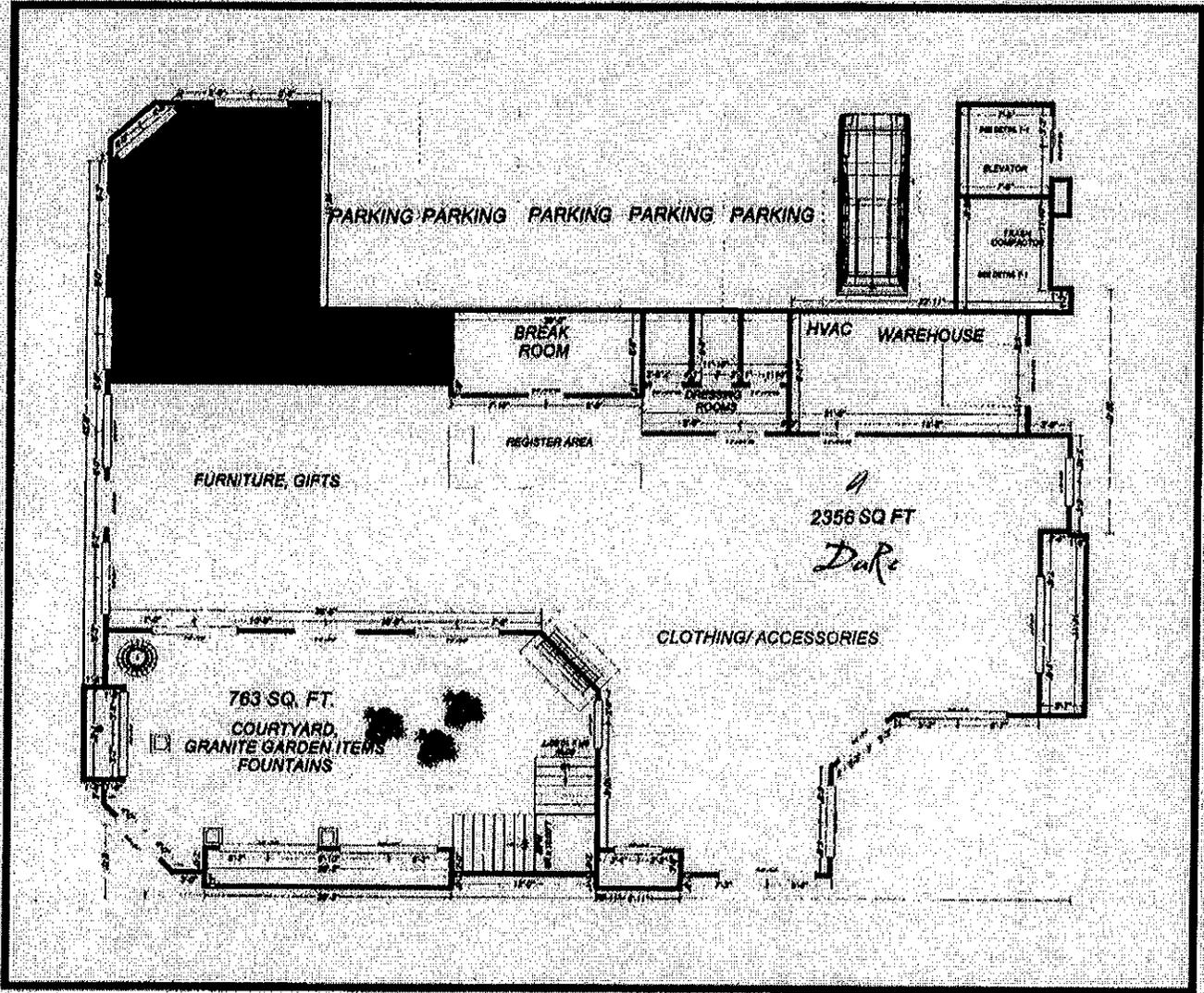
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL

UNIT
B

MONTICELLO INVESTORS, LLC.

WINTERS, CA

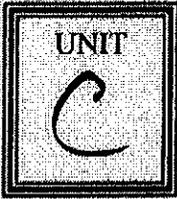
APPROX. 445 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: APPROX. 452 SQ. FT.
ADDRESS: N/A

SUGGESTED USE: RETAIL SPACE
1ST FLOOR

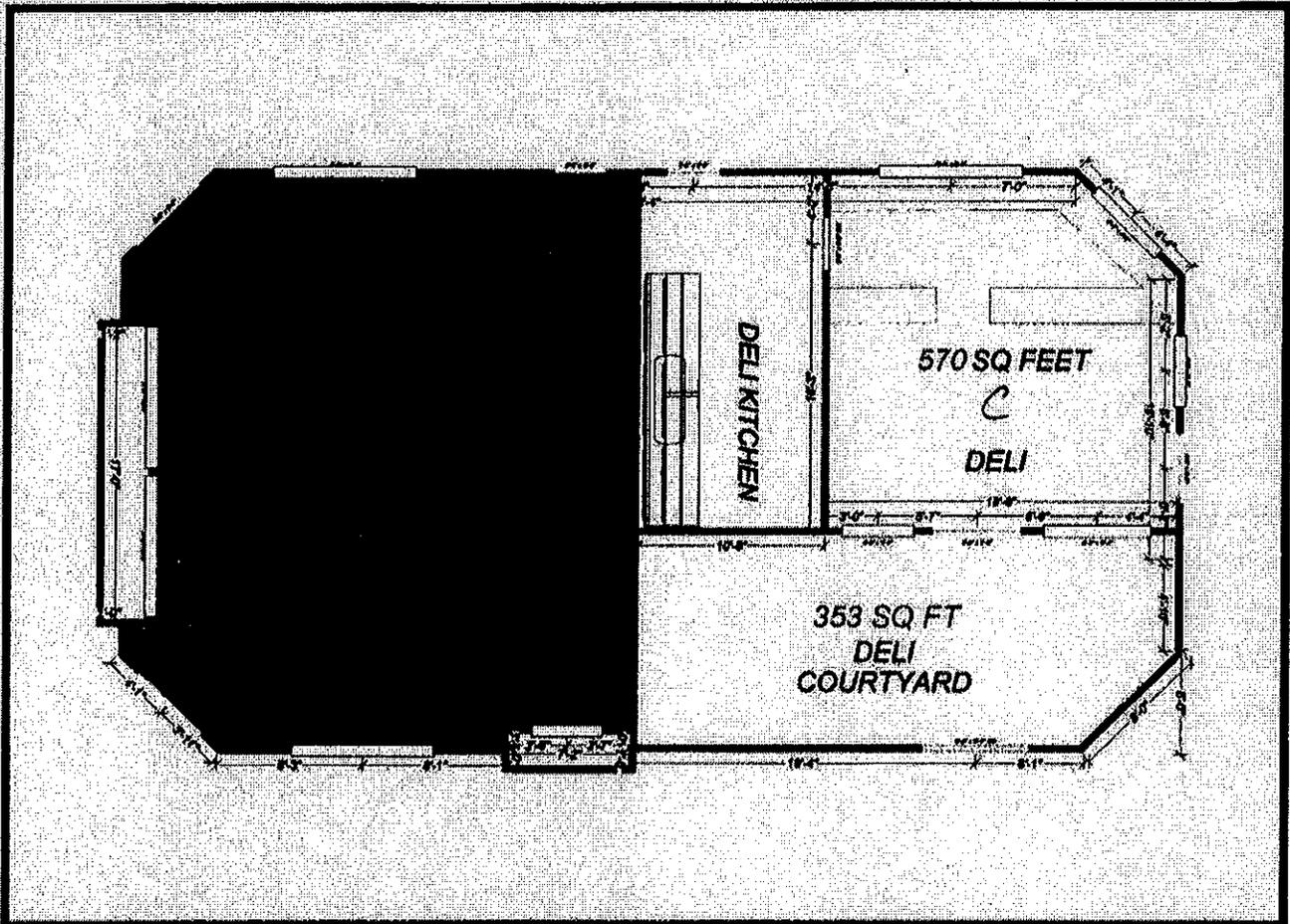
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

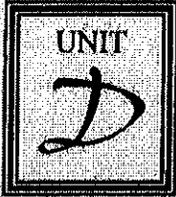
APPROX. 923 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: +/- 923 SQ. FT. TOTAL
+/- 570 SQ. FT. INTERIOR
+/- 353 SQ. FT. COURTYARD

SUGGESTED USE: DELI
1ST FLOOR
ADDRESS: N/A

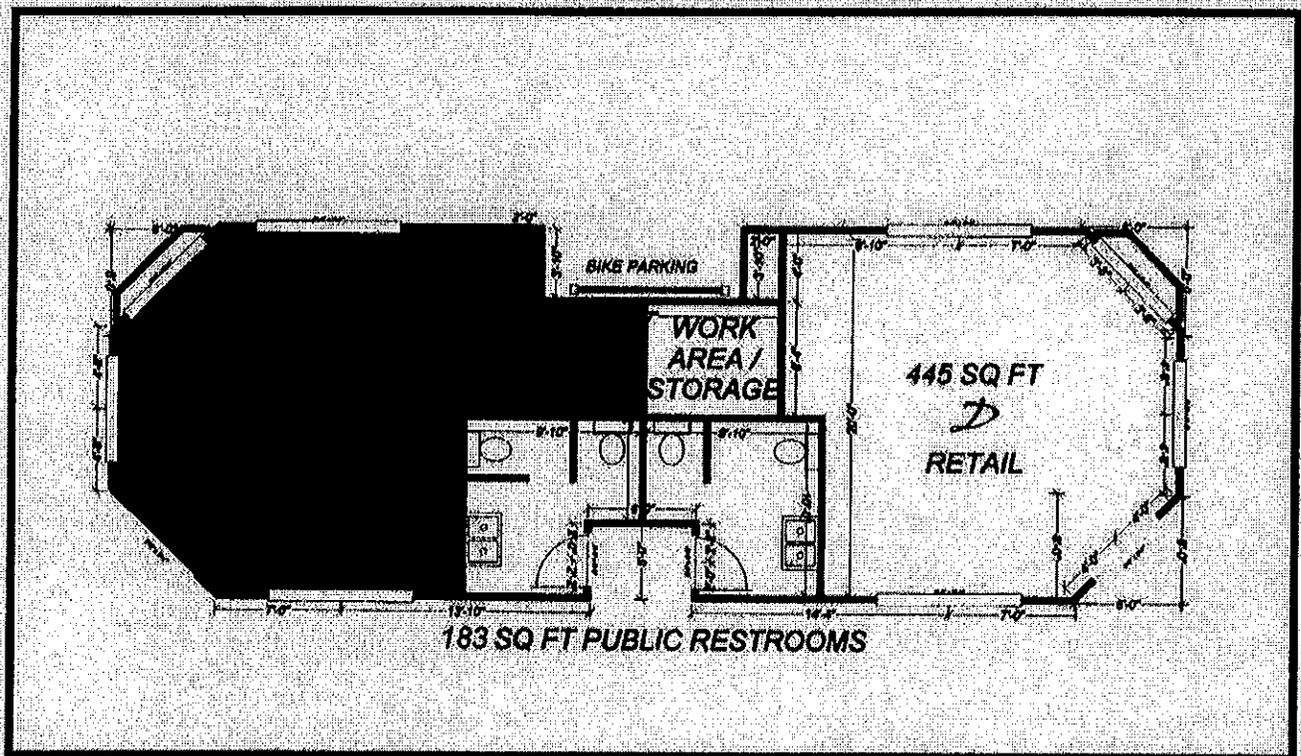
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

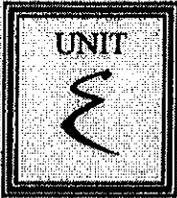
APPROX. 445 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT. +/- 445 SQ. FT.
ADDRESS: N/A

SUGGESTED USE: RETAIL SPACE
1ST FLOOR

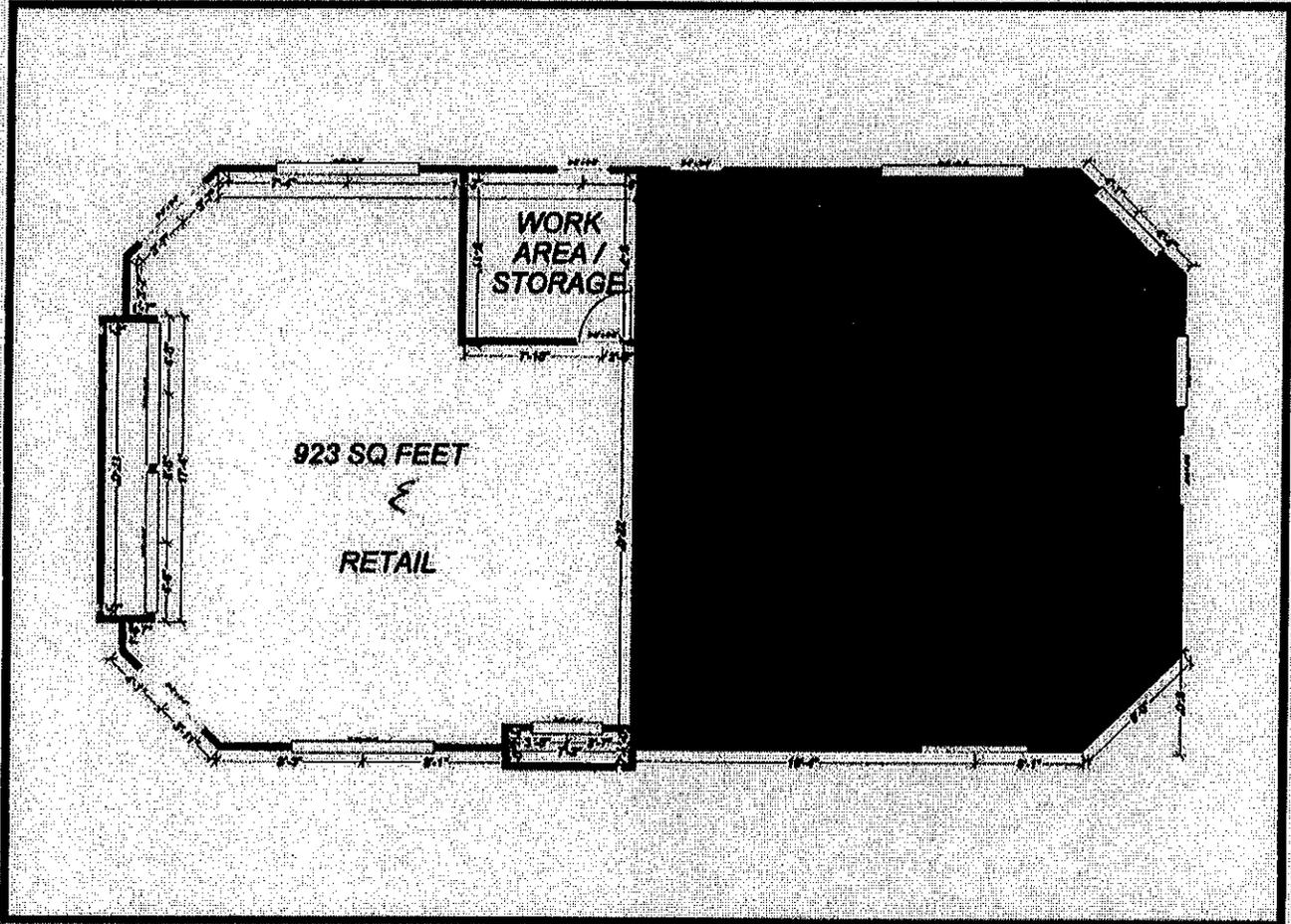
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

APPROX. 923 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: +/- 923 SQ. FT.
ADDRESS: N/A

SUGGESTED USE: RETAIL SPACE
1ST FLOOR

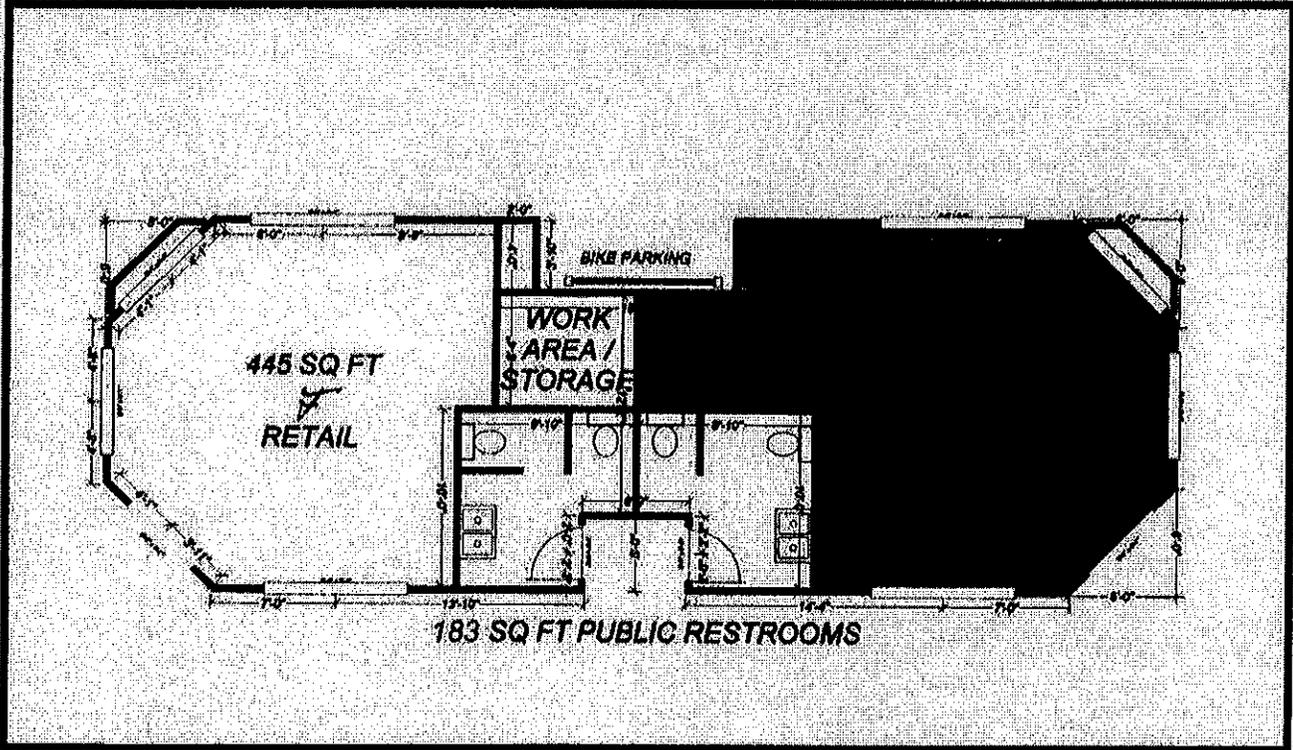
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

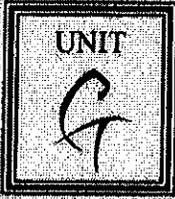
APPROX. 445 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: +/- 445 SQ. FT.
ADDRESS: N/A

SUGGESTED USE: RETAIL SPACE
1ST FLOOR

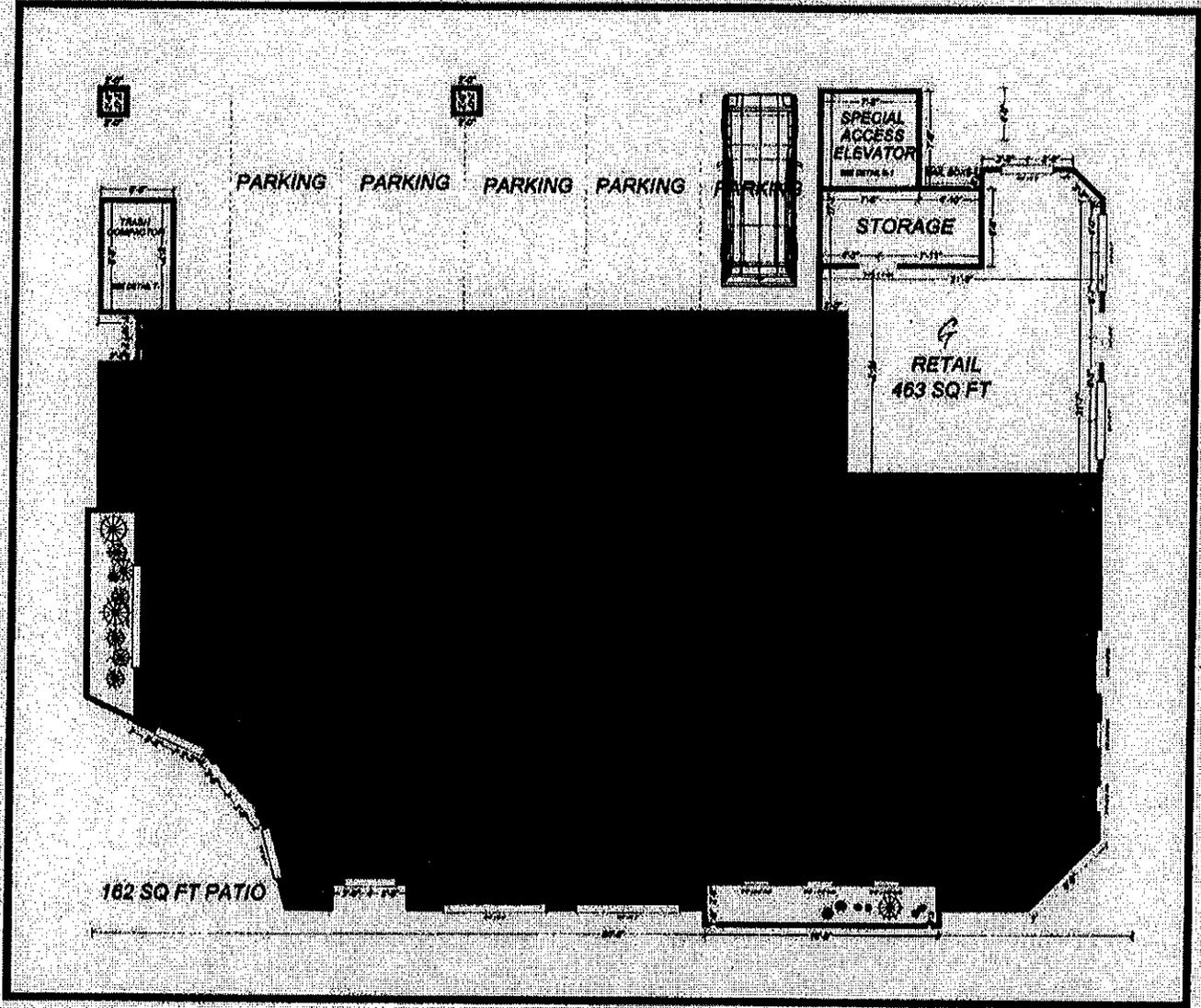
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

APPROX. 463 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: +/- 463 SQ. FT.
ADDRESS: N/A

SUGGESTED USE: RETAIL SPACE
1ST FLOOR

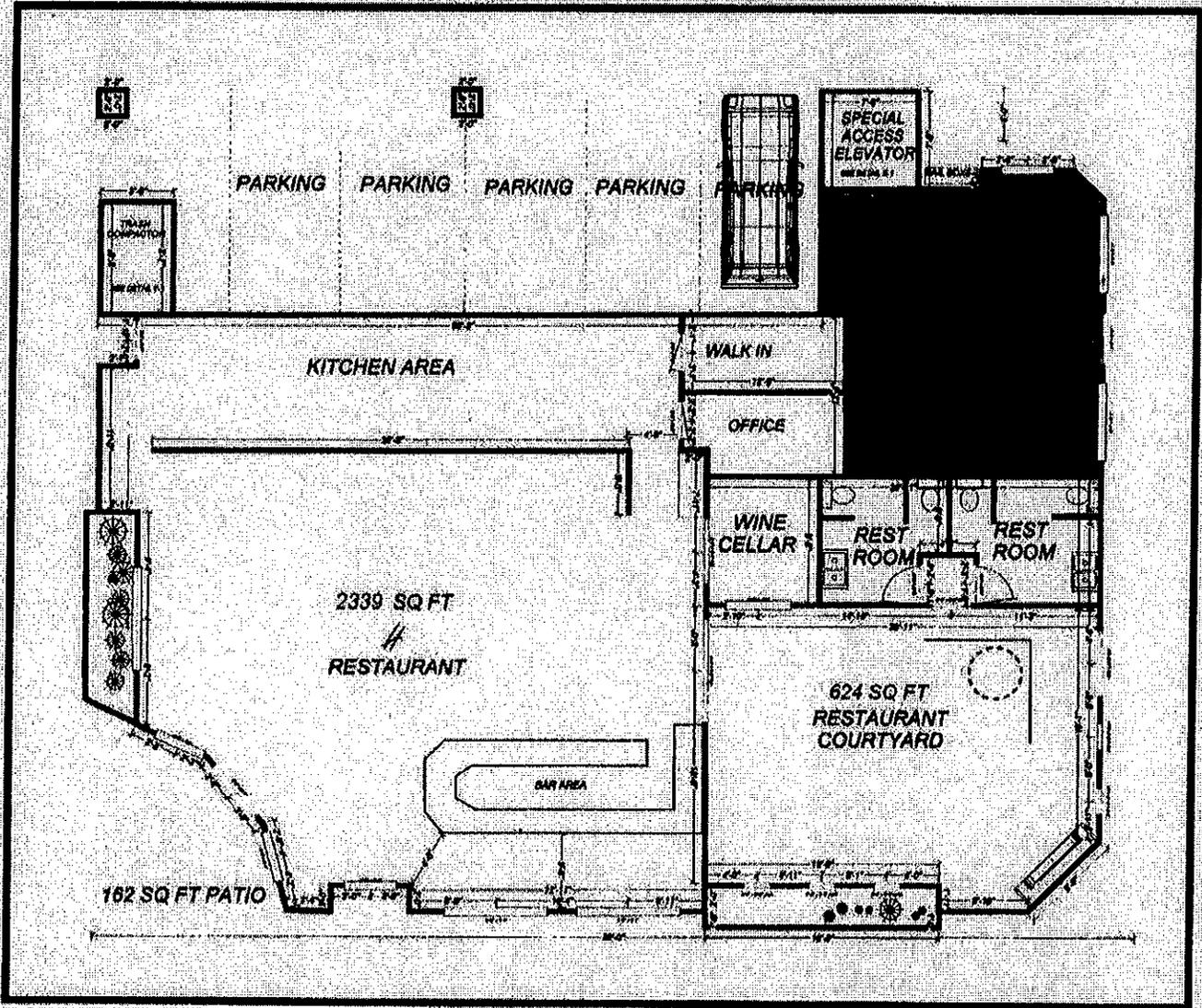
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL

UNIT
H

MONTICELLO INVESTORS, LLC.

WINTERS, CA

APPROX. 3135 SQ. FT. COMMERCIAL SPACE 1ST FLOOR



SQ. FT: +/- 3036 SQ. FT. TOTAL
 +/- 2339 SQ. FT. INTERIOR
 +/- 634 SQ. FT. COURTYARD
 +/- 162 SQ. FT. ENTRANCE PATIO

SUGGESTED USE: RESTAURANT
 1ST FLOOR
 ADDRESS: N/A

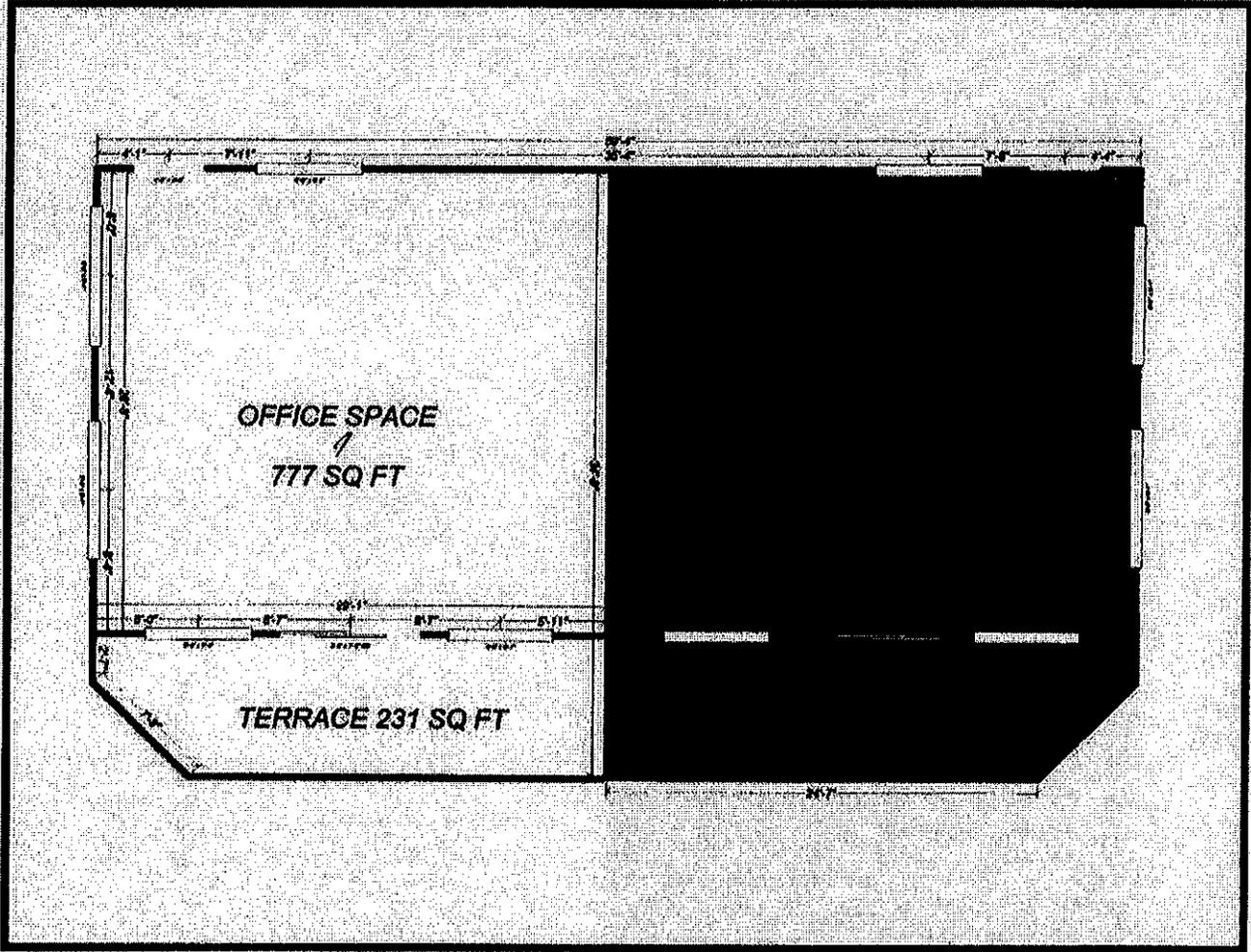
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL

UNIT
7

MONTICELLO INVESTORS, LLC.

WINTERS, CA

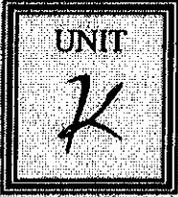
APPROX. 1008 SQ. FT. COMMERCIAL SPACE 2ND FLOOR



SQ. FT: +/- 1008 SQ. FT. TOTAL
+/- 777 SQ. FT. INTERIOR
+/- 231 SQ. FT. TERRACE

SUGGESTED USE: OFFICE SPACE
2ND FLOOR
ADDRESS: N/A

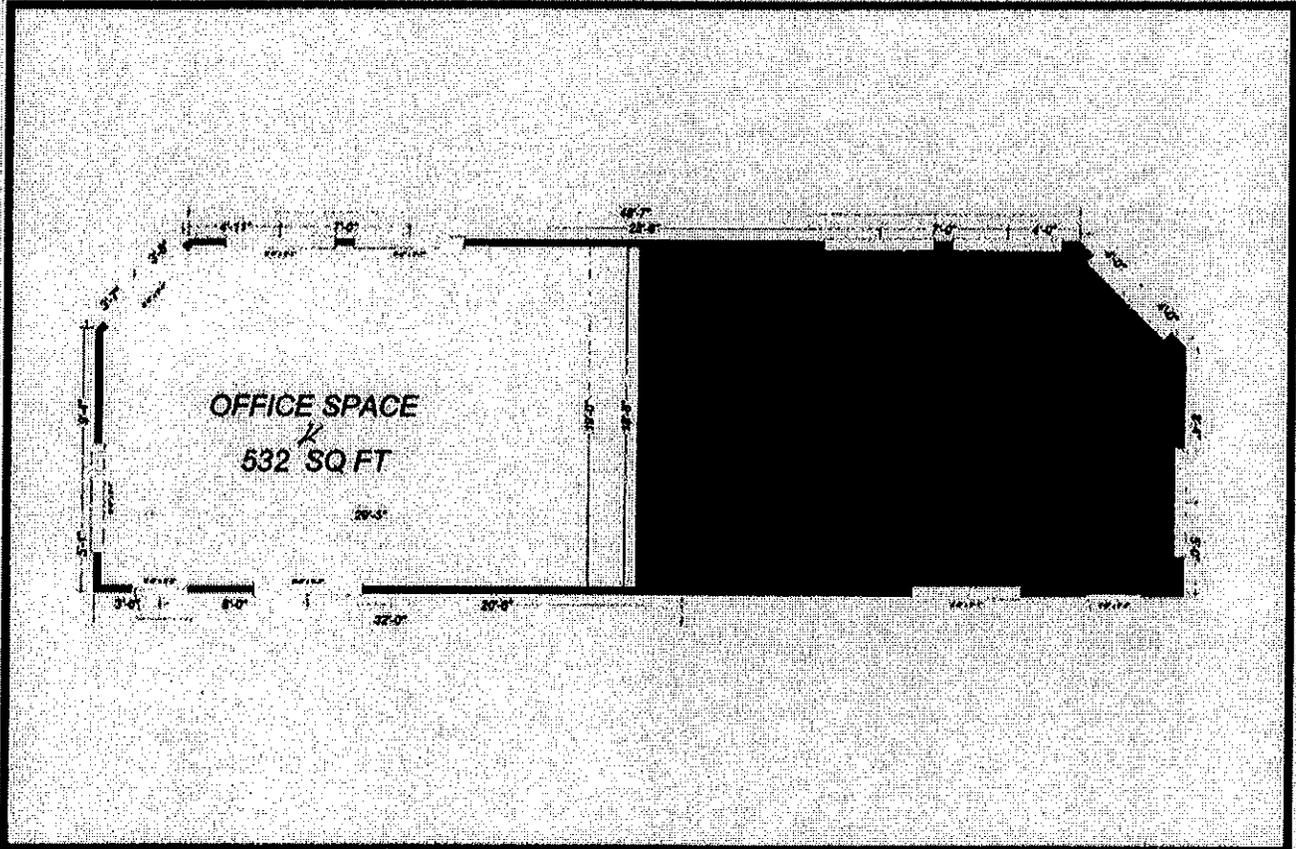
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

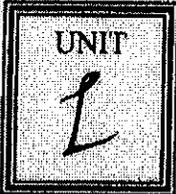
APPROX. 532 SQ. FT. COMMERCIAL SPACE 2ND FLOOR



SQ. FT: +/- 532 SQ. FT.
ADDRESS: N/A

SUGGESTED USE: OFFICE SPACE
2ND FLOOR

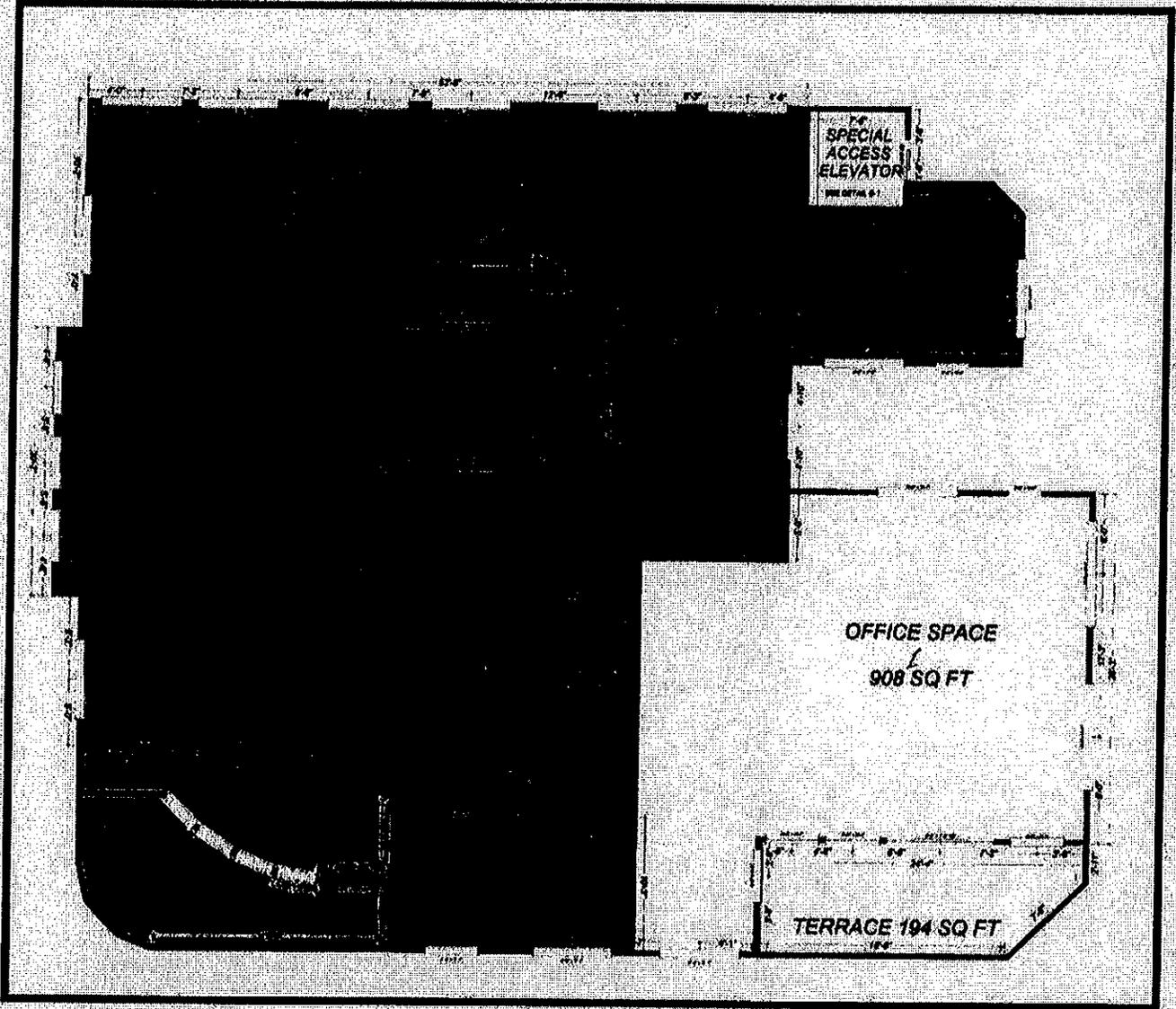
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

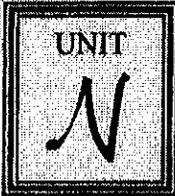
APPROX. 1102 SQ. FT. COMMERCIAL SPACE 2ND FLOOR



SQ. FT. +/- 1102 SQ. FT. TOTAL
+/- 908 SQ. FT. INTERIOR
+/- 194 SQ. FT. TERRACE

SUGGESTED USE: OFFICE SPACE
2ND FLOOR
ADDRESS: N/A

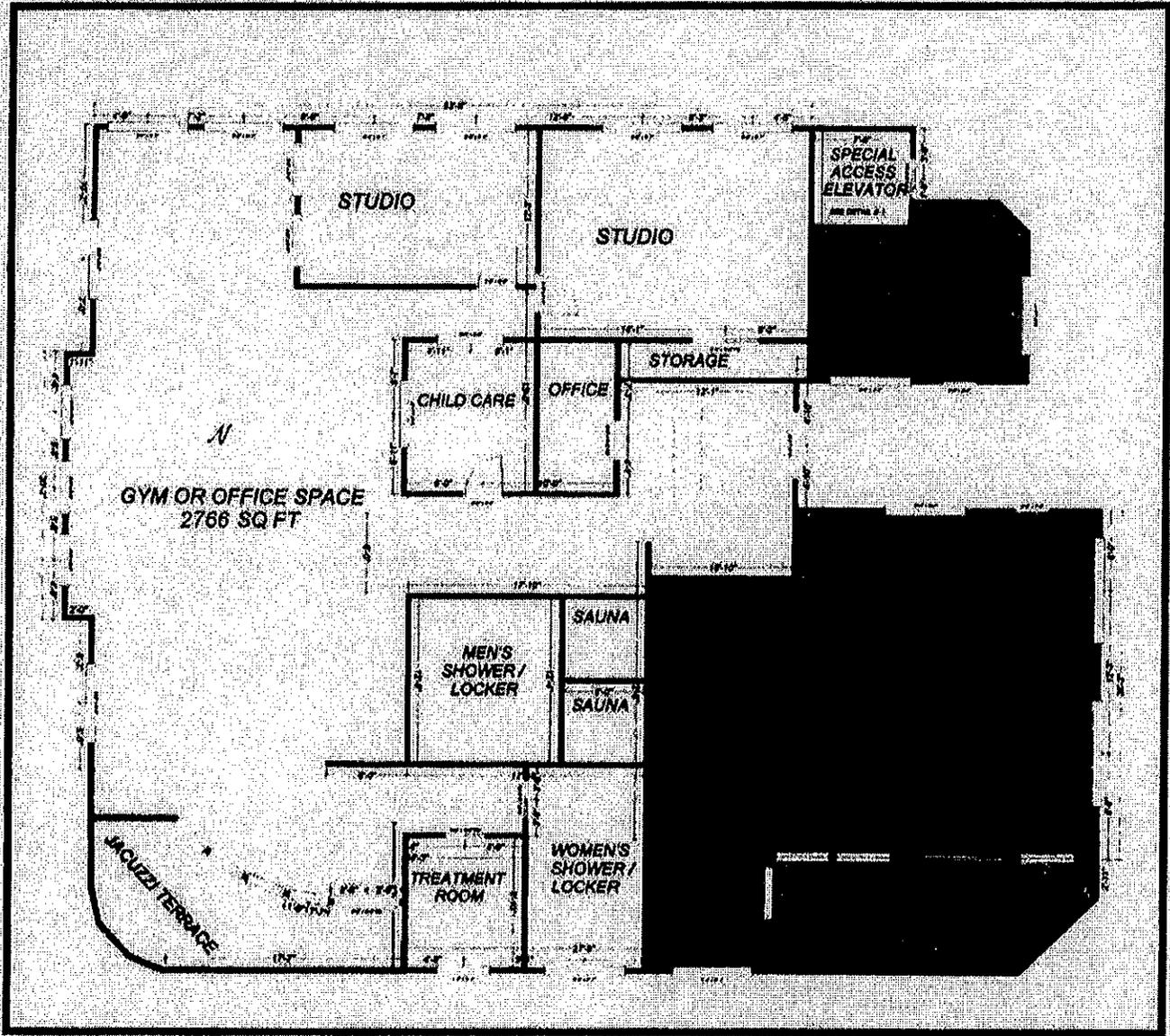
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

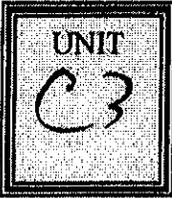
APPROX. 3046 SQ. FT. COMMERCIAL SPACE 2ND FLOOR



SQ. FT: +/- 3046 SQ. FT. TOTAL
+/- 2766 SQ. FT. INTERIOR
+/- 280 SQ. FT. TERRACE

SUGGESTED USE: GYM
2ND FLOOR
ADDRESS: N/A

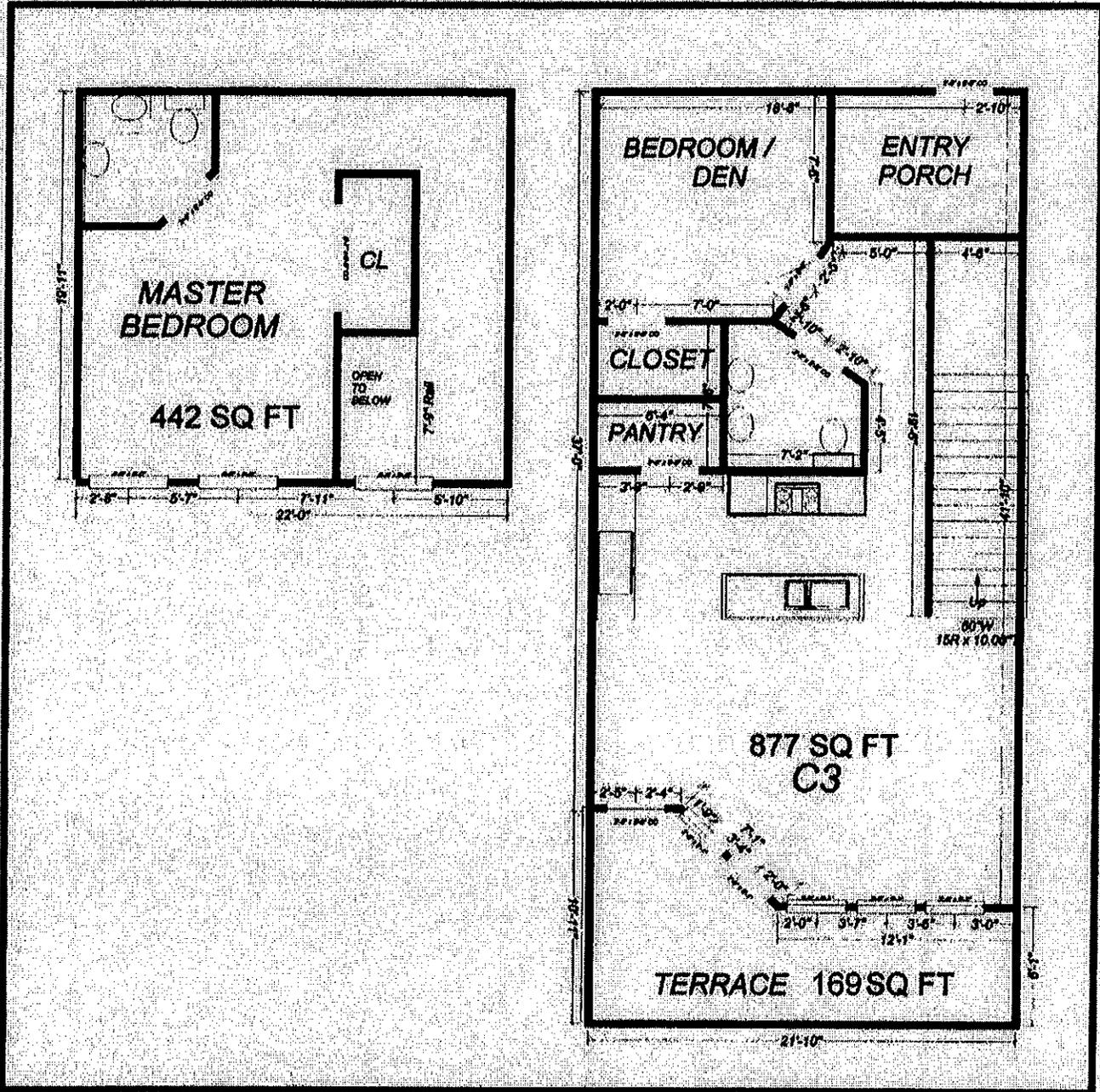
PRELIMINARY PLANS-SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

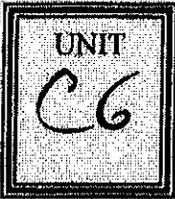
APPROX. 1488 SQ. FT. RESIDENTIAL SPACE 3RD & 4TH FLOOR



UNITS C2 & C3 SQ. FT: +/- 1488 SQ. FT. TOTAL
 +/- 877 SQ. FT. INTERIOR 3RD FLOOR
 +/- 169 SQ. FT. TERRACE
 +/- 442 SQ. FT. BLEVATED MASTER BEDROOM

RESIDENTIAL SPACE
 3RD & 4TH FLOOR
 ADDRESS: N/A

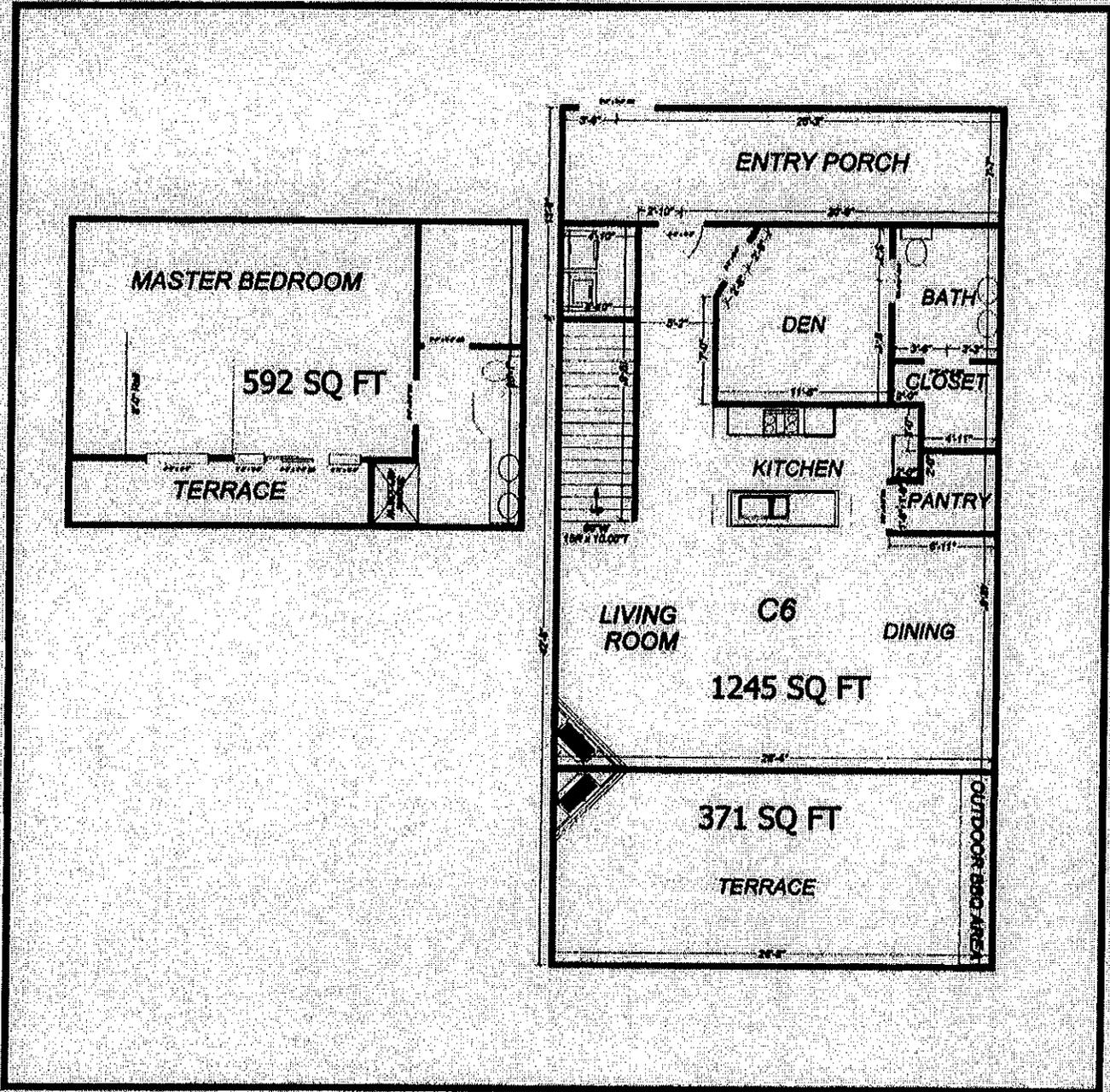
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

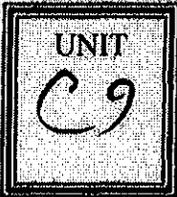
APPROX. 2208 SQ. FT. RESIDENTIAL SPACE 3RD & 4TH FLOOR



UNITS C4-C8 SQ. FT: +/- 2208 SQ. FT. TOTAL
 +/- 1245 SQ. FT. INTERIOR 3RD FLOOR
 +/- 371 SQ. FT. TERRACE
 +/- 592 SQ. FT. ELEVATED MASTER BEDROOM

RESIDENTIAL SPACE
 3RD & 4TH FLOOR
 ADDRESS: N/A

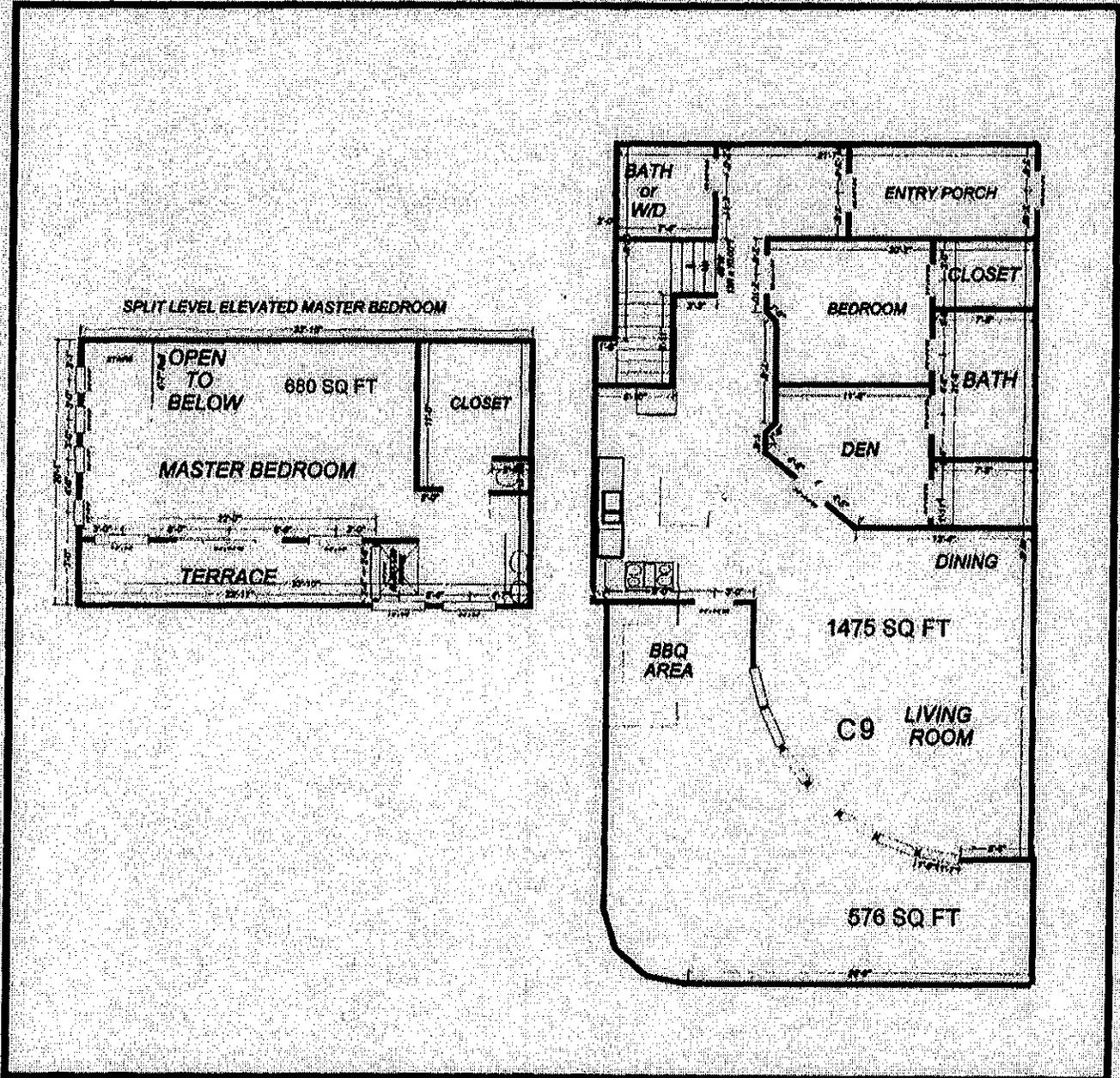
PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



MONTICELLO INVESTORS, LLC.

WINTERS, CA

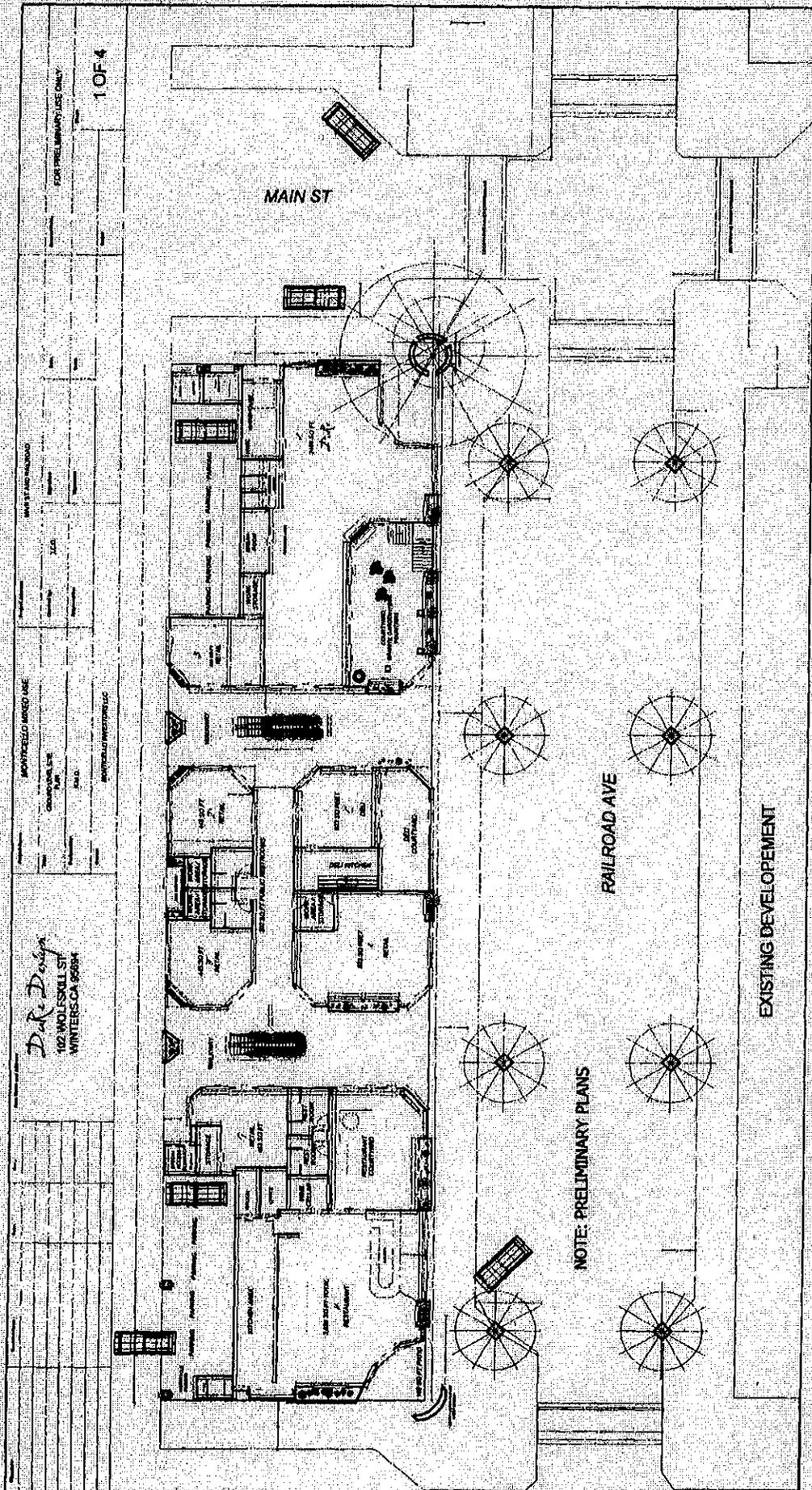
APPROX. 2731 SQ. FT. RESIDENTIAL SPACE 3RD & 4TH FLOOR



UNITS C1 & C9 SQ. FT: +/- 2731 SQ. FT. TOTAL
 +/- 1475 SQ. FT. INTERIOR 3RD FLOOR
 +/- 576 SQ. FT. TERRACE
 +/- 680 SQ. FT. ELEVATED MASTER BEDROOM

RESIDENTIAL SPACE
 3RD & 4TH FLOOR
 ADDRESS: N/A

PRELIMINARY PLANS- SUBJECT TO CHANGE UPON APPROVAL



FOR PRELIMINARY USE ONLY
1 OF 4

Dale Design
102 WOLFSKILL ST
WINTERS CA 95694

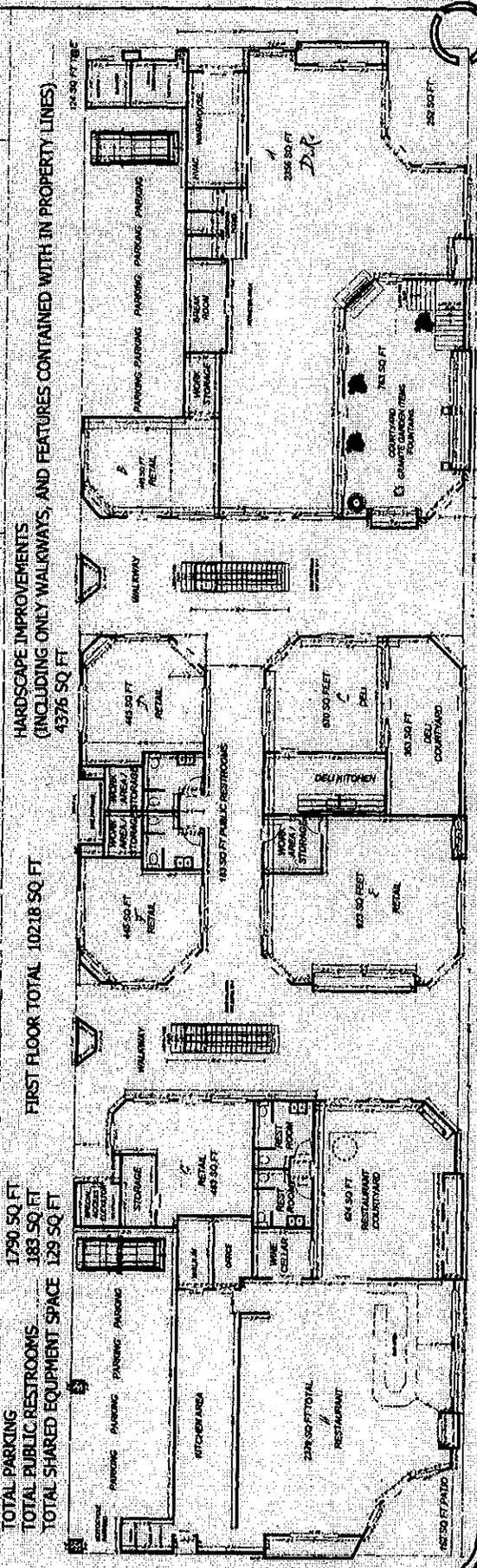
MAIN ST

RAILROAD AVE

EXISTING DEVELOPMENT

NOTE: PRELIMINARY PLANS

Project Name: MONTICELLO MIXED USE
 Ground Level Floor Plan
 Client: S.C.O.
 Designer: D.R. Design
 102 WOLF-SKILL ST
 WINTERS, CA 95694
 Project Number: MONTICELLO INVESTORS LLC
 Date: 8.10.0
 Scale: 1/8" = 1'-0"
 Project Location: MAIN ST AND PALMWOOD
 Project Status: FOR PRELIMINARY USE ONLY
 2 OF 4

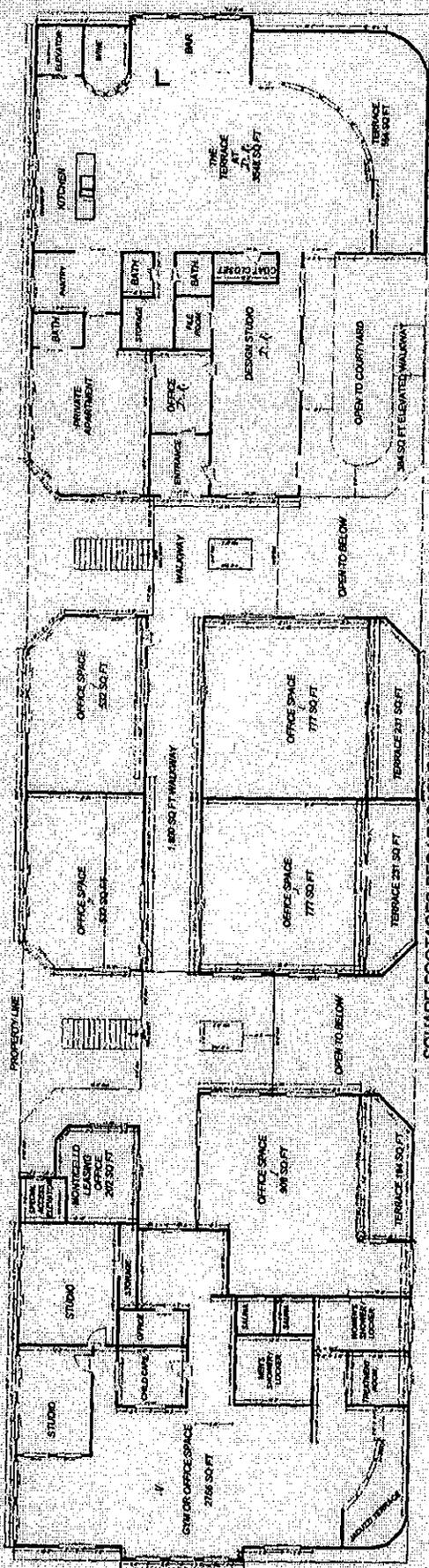


SQUARE FOOTAGES PER LEASABLE UNIT (9905 SQ. FT. TOTAL)

UNIT A	3119 SQ. FT.	COMMERCIAL (TOTAL)
	2356 SQ. FT.	INTERIOR
	763 SQ. FT.	COURTYARD
UNIT B	452 SQ. FT.	COMMERCIAL
UNIT C	923 SQ. FT.	COMMERCIAL (TOTAL)
	570 SQ. FT.	INTERIOR
	353 SQ. FT.	COURTYARD
UNIT D	445 SQ. FT.	COMMERCIAL
UNIT E	923 SQ. FT.	COMMERCIAL
UNIT F	445 SQ. FT.	COMMERCIAL
UNIT G	463 SQ. FT.	COMMERCIAL
UNIT H	3135 SQ. FT.	COMMERCIAL (TOTAL)
	2339 SQ. FT.	INTERIOR
	634 SQ. FT.	COURTYARD
	162 SQ. FT.	ENTRANCE PATIO

112 WOLFSKILL ST
 WINTERS CA 95694
 Deer Design
 MONTICELLO MIXED USE
 SECOND LEV. FLOOR PLAN
 K.M.C.
 MONTICELLO INVESTORS LLC
 MARY STANB HALL ROAD, WINTERS CA
 FOR PRELIMINARY USE ONLY
 3 OF 4

TOTAL ELEVATED WALKWAYS 2184 SQ FT
 TOTAL SHARED EQUIPMENT SPACE 98 SQ FT
 SECOND FLOOR TOTAL SQ FOOTAGE 11630 SQ FT



SQUARE FOOTAGES PER LEASABLE UNIT (11532 SQ FT TOTAL)

- UNIT N 3046 SQ FT COMMERCIAL (TOTAL)
- INTERIOR 2765 SQ FT
- TERRACE 280 SQ FT
- UNIT L 1102 SQ FT COMMERCIAL
- UNIT M 202 SQ FT COMMERCIAL
- UNIT J 1008 SQ FT COMMERCIAL (TOTAL)
- INTERIOR 777 SQ FT
- TERRACE 231 SQ FT
- UNIT O 1008 SQ FT COMMERCIAL (TOTAL)
- INTERIOR 777 SQ FT
- TERRACE 231 SQ FT
- UNIT I 532 SQ FT COMMERCIAL
- UNIT K 532 SQ FT COMMERCIAL
- UNIT A2 4102 SQ FT COMMERCIAL (TOTAL)
- INTERIOR 3548 SQ FT
- TERRACE 554 SQ FT

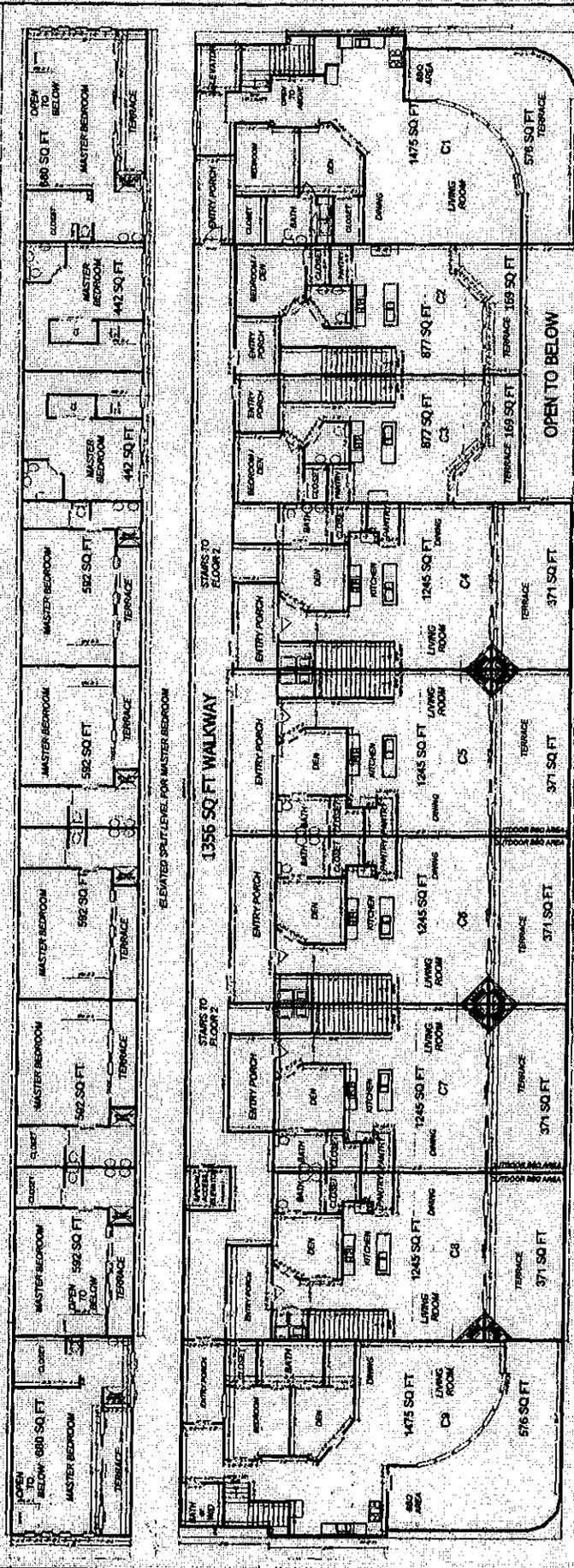
4 OF 4

FOR PRELIMINARY USE ONLY

Monticello Mixed Use
THIRD LEVEL FLOOR PLAN
K.M.C.
MONTICELLO INVESTORS LLC

Duke Design
102 WOLFSKILL ST
WINTERS CA 95694

MAIN ST AND BALCONY



UNITS C1 & C9 2731 SQ FT EACH RESIDENTIAL (TOTAL)
ELEVATED MASTER BEDROOM 680 SQ FT
INTERIOR LIVING SPACE 1475 SQ FT
TERRACE 576 SQ FT

UNITS C2-C3 1488 SQ FT EACH RESIDENTIAL (TOTAL)
ELEVATED MASTER BEDROOM 442 SQ FT
INTERIOR LIVING SPACE 877 SQ FT
TERRACE 169 SQ FT

UNITS C4-C8 2208 SQ FT EACH RESIDENTIAL (TOTAL)
ELEVATED MASTER BEDROOM 592 SQ FT
INTERIOR LIVING SPACE 1245 SQ FT
TERRACE 371 SQ FT

SQUARE FOOTAGES PER SELLABLE UNIT