CITY OF WINTERS
california
Est. 1875

OVERSIGHT BOARD TO THE CITY OF WINTERS SUCCESSOR AGENCY TO THE WINTERS COMMUNITY DEVELOPMENT AGENCY
City Council Chambers
318 First Street
Monday, August 26, 2013

2:00 p.m. – Special Meeting

REVISED AGENDA

Members of the Oversight Board

Harold Anderson- City of Winters
Sarah Chapman- Solano College District
Diane Cirolini- Yolo County Office of Education
Larry Justus- Winters Cemetery District
Nanci Mills- City of Winters CDA Employees
Jiley Romney- Yolo County Public Appointee
Don Saylor- Yolo County

Staff to Oversight Board

John W. Donlevy, Jr., City Manager
Shelly Gunby, Director of Financial Management
Dan Maguire, Housing Programs Manager
Mary Jo Rodolfa, Secretary to Oversight Board

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 Chairman of other Board Members. Public comments time may be limited and speakers will be asked to state their name.

Roll Call

Pledge of Allegiance

Approval of Agenda

BOARD COMMENTS

PUBLIC COMMENTS

At this time, any member of the public may address the Oversight Board 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 Board. 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 Board support and may be enacted by the Oversight Board in one motion in the form listed below. There will be no separate discussion of these items. However, before the Oversight Board votes on the motion to adopt, members of the Oversight Board, 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.

A. Minutes of the July 8, 2013 meeting of the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency. (pp 5-8)

PRESENTATIONS

None at this meeting.

DISCUSSION ITEMS

1. Approval of Resolution Number OB-2013-09, a resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency adopting a Revised Long-Range Property Management Plan pursuant to Health and Safety Code Section 34191.5 (pp 9-38)

2. Public Hearing, Rescission of prior approval of the transfer of real property commonly known as Grant Avenue Commercial Property from the Successor Agency to the City of Winters, and Approval of Resolution Number OB-2013-10, a resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency approving the Real Property Purchase and Sale Agreement and Joint Escrow Instructions by and between the Successor Agency and Cross Development for a portion of the property commonly referred to as the Grant Avenue Commercial Property (APN #'s 003-370-028, 003-370-029, and 003-370-030) and Authorizing the City Manager of the City of Winters or his/her designee, acting on behalf of the Oversight Board as its Secretary to Execute the Required Documents (pp 39-47)

3. Public Hearing, Rescission of prior approval of the transfer of real property commonly known as Grant Avenue Commercial Property from the Successor

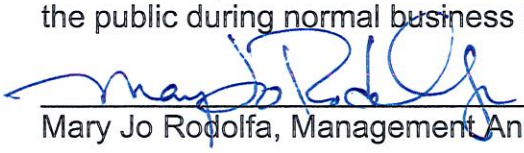
Agency to the City of Winters, and Approval of Resolution Number OB-2013-11, a resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency approving the Real Property Purchase and Sale Agreement and Joint Escrow Instructions by and between the Successor Agency and Yolo Federal Credit Union for a portion of the property commonly referred to as the Grant Avenue Commercial Property (APN #'s 003-370-028, 003-370-029, and 003-370-030) and Authorizing the City Manager of the City of Winters or his/her designee, acting on behalf of the Oversight Board as its Secretary to Execute the Required Documents (pp 48-54)

4. Approval of Resolution Number OB-2013-12, a Resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency Approving ROPS 13-14B for the period January 1, 2014through June 30, 2014. (pp 55-61)

STAFF REPORT

ADJOURNMENT

I declare under penalty of perjury that the foregoing agenda for the July 8, 2013 regular meeting of the Winters Oversight Board was personally delivered to each Board member by electronic mail, and by United States Postal Service in a sealed envelope with postage prepaid and posted on the outside public bulletin board at City Hall, 318 First Street on August 21, 2013, and made available to the public during normal business hours.



Mary Jo Rodolfa, Management Analyst

Questions about this agenda – Please call the City Manager's office at (530) 795-4910 ext. 110. Agendas and staff reports are available on the city web page www.cityofwinters.org

General Notes: Meeting facilities are accessible to persons with disabilities. To arrange aid or services to modify or accommodate persons with disability to participate in a public meeting, contact the City Clerk.

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

The city does not transcribe its proceedings. Anyone who desires a verbatim record of this meeting should arrange for attendance by a court reporter or for

other acceptable means of recordation. Such arrangements will be at the sole expense of the individual requesting the recordation.

How to obtain Oversight Board Agendas:
View on the internet: www.cityofwinters.org Any attachments to the agenda that are not available online may be viewed at the City Clerk's Office or locations where the hard copy packet is available.

Email Subscription: You may contact the City Clerk's Office to be placed on the list. An agenda summary is printed in the Winters Express newspaper.

Oversight Board agenda packets are available for review or copying at the following locations:
Winters Library – 708 Railroad Avenue
City Clerk's Office – City Hall – 318 First Street
During Board meetings – Right side as you enter the Council Chambers

CITY OF WINTERS
california
Est. 1875

MINUTES OF THE OVERSIGHT BOARD
TO THE CITY OF WINTERS SUCCESSOR AGENCY TO THE
WINTERS COMMUNITY DEVELOPMENT AGENCY
City Council Chambers
318 First Street
July 8, 2013

2:00 p.m. – Regular Meeting

Meeting was called to order by Chairman Justus at 2:00 p.m.

Present – Board Members Harold Anderson, Sarah Chapman, Diane Cirolini, Nanci Mills, Don Saylor, and Chairman Larry Justus

Absent - Board Member Jiley Romney

Staff - City Manager John Donlevy, Director of Financial Services Shelly Gunby, Housing and Economic Development Manager Dan Maguire, Management Analyst Jenna Moser

Pledge of Allegiance – Dan Maguire

Approval of Agenda – Board Member Saylor moved to approve the agenda, Board Member Anderson seconded the motion. The motion was approved unanimously.

BOARD COMMENTS - None

PUBLIC COMMENTS - None

CONSENT CALENDAR

A. Approval of Minutes of the June 3, 2013 meeting of the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency.

Board Member Mills moved the approval of the minutes, Board Member Anderson seconded the motion. The motion was approved unanimously with Board Member Cirolini abstaining.

PRESENTATIONS

None at this meeting.

DISCUSSION ITEMS

1. **Approval of Resolution Number OB-2013-06, a resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency approving the adopted Property Management Plan**

Gunby gave an overview of the staff report and property exhibits. Cirolini asked what the original acquisition purpose was for properties #4 & #5. Gunby responded for economic development, commercial development. Chapman asked about the former Cody's site and JJ's Bar site. Gunby responded that they are currently vacant buildings and land. Donlevy sees the potential for development. Our purchase was an attempt to get things going. As long as the agency owns the land, it has zero value, with development it grows. The 318/314 Railroad properties were purchased for the downtown hotel project and parking. Gunby reiterated that every one of these properties has zero value on the assessment rolls, empty lots serving no purpose; the same for the properties along Grant Avenue. We want to run the development engine. Donlevy stated that a developer can do a lot more with 5 acres than with fractions of an acre. Some challenges, the Department of Finance maze. How can we maximize the value of these properties – fire sale or economic development plan? Gunby stated that this is a plan, we must come back and get your approval to dispose of the property. Saylor asked if the increase in assessed value returns to the taxing entities as outlined. Gunby stated the money can be used by the agency and then dispersed to the taxing entities. Properties must be disposed of expeditiously and maximizing value. Cirolini asked specifically about the swimming pool being property of the school district. Gunby responded that all of the agency assets on Appendix A need to be transferred to the correct agency. Donlevy stated that these assets will be transferred to the City for appropriate disposition. Chapman added that the Joint Use Agreements need to be addressed with that language also. Cirolini asked if the Department of Finance asked for this level of detail. Gunby responded that our legal counsel advised us to prepare the Appendix A assets in this fashion. Cirolini asked about the time of effectiveness of this decision. Gunby responded that for us it takes effect immediately, but we cannot act on the plan until the Department of Finance approves the plan.

Board Member Saylor moved approval of Resolution Number) OB-2013-06, Board Member Chapman seconded the motion. The motion was approved unanimously.

2. **Approval of Resolution Number OB-2013-07, a resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency approving the Real Property Purchase and Sale Agreement and Joint Escrow Instructions by and between the City of Winters and Cross Development for a portion of the property commonly referred to as the Grant Avenue Commercial Property (APN #'s 003-370-028, 003-370-029, and 003-370-030) and Authorizing the City Manager of the City of Winters or his/her designee, acting on behalf of the Oversight Board as its Secretary to Execute the Required Documents**

Maguire gave an overview of the staff report and outlined the various sites on a map. Maguire gave an overview of a possible senior apartment project, and a possible senior housing developer. Cirolini asked why the documentation references a lot of the same parcel numbers. Maguire responded that the project would be doing carve-outs from those listed APNs, lot line adjustments – so basically they are buying portions of parcels.

Board Member Saylor moved approval of Resolution Number OB-2013-7, Board Member Mills seconded the motion. The motion was approved unanimously.

3. **Approval of Resolution Number OB-2013-08, a resolution of the Oversight Board to the Successor Agency to the dissolved Winters Community Development Agency approving the Real Property Purchase and Sale Agreement and Joint Escrow Instructions by and between the City of Winters and Yolo Federal Credit Union for a portion of the property commonly referred to as the Grant Avenue Commercial Property (APN #'s 003-370-028, 003-370-029, and 003-370-030) and Authorizing the City Manager of the City of Winters or his/her designee, acting on behalf of the Oversight Board as its Secretary to Execute the Required Documents**

Maguire gave an overview of the staff report. Board Member Cirolini noted a typo in the documents, page #164, should say October 16th, 2012.

Board Member Saylor moved approval of Board Resolution OB-2013-08, Board Member Chapman seconded the motion. The motion was approved unanimously.

STAFF REPORT

Donlevy stated that the Senior Housing project is ready to move and we would want to get an RFP out to get something going quickly.

ADJOURNMENT – Meeting adjourned at 3:00 p.m.

_____
Larry Justus, Chair

ATTEST:

_____
Oversight Board Secretary

CITY OF WINTERS
california
Est. 1875

OVERSIGHT BOARD FOR THE CITY OF WINTERS AS SUCCESSOR TO THE DISSOLVED WINTERSCOMMUNITY DEVELOPMENT AGENCY
STAFF REPORT

TO: Honorable Chair and Members of the Successor Agency to the Dissolved Winters Community Development Agency

DATE: August 26, 2013

THROUGH: John W. Donlevy, Jr., City Manager

FROM: Shelly A. Gunby, Director of Financial Management

SUBJECT: Consideration of Resolution OB-2013-09 approving and adopting a Revised Long-Range Property Management Plan pursuant to Health and Safety Code Section 34191.5

RECOMMENDATION:

It is recommended that the Oversight Board adopt Resolution No OB-2013-09 approving and adopting a Revised Property Management.

BACKGROUND:

Following dissolution of the Winters Community Development Agency ("Agency"), the City elected to become the successor agency to the Agency by Resolution No.2012-02 dated January 17, 2012 (the "Successor Agency"). Pursuant to Health and Safety Code Section 34173(b), the Successor Agency is now a separate legal entity from the City.

Health and Safety Code Section 34191.5(b) requires the Successor Agency to prepare a long-range property management plan ("Property Management Plan") that addresses the disposition and use of the real properties of the former Agency. The Property Management Plan must be submitted to the Oversight Board and the Department of Finance for approval no later than six months following the issuance to the Successor Agency of the finding of completion.

Health and Safety Code Section 34191.5(a) established a Community Redevelopment Property Trust Fund (the "Trust"), administered by the successor agency, to serve as the repository of the former redevelopment agency's real properties. Health and Safety Code Section 34191.4(a) requires that all real property and interests in real property of the former Agency (unless the property is subject to the requirements of any existing enforceable obligation) shall be transferred to the Property Trust Fund upon approval by the Department of Finance of the Property Management Plan.

DISCUSSION/ANALYSIS

The Property Management Plan required under Health and Safety Code Section 34191.5(b) must include an inventory of all properties of the former Agency in the Trust. The inventory must include the date of the acquisition of the property and the value at the time of acquisition, and an estimate of the current value of the property; the purpose for which the property was acquired; parcel data, including address, lot size and current zoning; an estimate of the current value of the parcel, including any appraisal information, if available; an estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirement for the disposition of those funds; the history of environmental contamination, including designation as a brownfield site, any related environmental studies, and history of any remediation efforts; a description of the property's potential for transit-oriented development and the advancement of the planning objectives of the Successor Agency, and a brief history of previous development proposals and activity, including the rental or lease of property.

The Property Management Plan must also address the use or disposition of all the properties in the Trust, including retention of the property for governmental use, the retention of the property for future development, the sale of the property, or the use of the property to fulfill an enforceable obligation. The Property Management Plan must separately identify and list properties in the Trust dedicated to governmental use purposes and properties retained for purposes of fulfilling an enforceable obligation.

Health and Safety Code Section 34191.5(c)(2) provides that (a) if the Property Management Plan directs the use or liquidation of the property for a project identified in an approved redevelopment plan, the property shall transfer to the City; and (b) if the Property Management Plan directs the liquidation of the property or the use of revenues generated from the property, such as lease or parking revenues, for any purpose other than to fulfill an enforceable obligation or for use for a project identified in an approved redevelopment plan, the proceeds from the sale shall be distributed as property tax to the taxing entities.

The Property Management Plan must be submitted to the Oversight Board and the Department of Finance for approval no later than six months following the issuance to the Successor Agency of the finding of completion, The Agency received the finding of completion on June 12, 2013. The Property Management Plan is not effective until it has been approved by the Department of Finance. Health and Safety Code Section 34191.5(2)(C) provides that property shall not be transferred to a successor agency, city, county or city and county, unless the Property Management Plan has been approved by the Oversight Board and the Department of Finance.

The Property Management Plan was approved on July 2, 2013 by the Successor Agency with Resolution SA-2013-01 and by the Oversight Board on July 8, 2013 with Resolution OB-2013-06. The Property Management Plan was submitted to the Department of Finance on July 8, 2013 immediately after the Oversight Board Meeting.

Staff has communicated with the Department of Finance, and they recommended that the Property Management Plan with respect to Properties 3-5 be revised. The revision is necessary because the properties are currently subject to purchase and sale agreements, there is no Developer Agreement involved, and because the property is being sold at or above fair market value, there is no need to

transfer the properties to the City of Winters for sale. Proceeds of the sale of the property can be used to pay enforceable obligations of the Successor Agency, and then any balance remaining would be submitted to Yolo County to be distributed to the other taxing entities if the properties were sold by the Successor Agency and not the City of Winters.

FISCAL IMPACT:

No City or Successor Agency funds are involved with the adoption of the Property Management Plan.

ATTACHMENTS:

1. Successor Agency Resolution OB-2013-09 approving and adopting the Property Management Plan.
2. Revised Property Management Plan.

RESOLUTION NO. OB-2013-09

A RESOLUTION OF THE OVERSIGHT BOARD TO THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY APPROVING AND ADOPTING A REVISED LONG-RANGE PROPERTY MANAGEMENT PLAN PURSUANT TO HEALTH AND SAFETY CODE SECTION 34191.5

WHEREAS, pursuant to Health and Safety Code Section 34173(d), the City of Winters elected to become the successor agency to the Winters Community Development Agency ("Successor Agency") by Resolution No. 2012-02 on January 17, 2012; and

WHEREAS, pursuant to Health and Safety Code Section 34173(g), the Successor Agency is now a separate legal entity from the City; and

WHEREAS, Health and Safety Code Section 34191.5(b) requires the Successor Agency to prepare a long-range property management plan ("Property Management Plan") that addresses the disposition and use of the real properties of the former redevelopment agency; and

WHEREAS, Health and Safety Code Section 34191.5(b) also requires the Successor Agency to submit the Property Management Plan to the Successor Agency's oversight board and the Department of Finance for approval no later than six months following the issuance to the Successor Agency of the finding of completion pursuant to Health and Safety Code Section 34179.7; and

WHEREAS, the Successor Agency has prepared a Revised Long-range Property Management Plan that contains all the information required under Health and Safety Code Section 34191.5; and

WHEREAS, all other legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, THE OVERSIGHT BOARD TO THE FORMER WINTERS COMMUNITY DEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. **Recitals.** The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

Section 2. **CEQA Compliance.** The approval of the Property Management Plan through this Resolution does not commit the Successor Agency to any action that may have a significant effect on the environment. As a result, such action does not constitute a project subject to the requirements of the California Environmental Quality Act. The City Clerk is authorized and directed to file a Notice of Exemption with the appropriate official of the County of Yolo, California, within five (5) days following the date of adoption of this Resolution.

Section 3. **Approval of Property Management Plan.** The Oversight Board to the Former Winters Community Development Agency hereby approves the Revised Property Management Plan, in substantially the form currently on file with the City Clerk.

Section 4. **Transmittal of Property Management Plan.** The Director of Financial Management is hereby authorized and directed to take any action necessary to carry out the purposes of this Resolution and comply with applicable law regarding the Revised Property Management Plan, including submitting the Revised Property Management Plan to the Successor Agency's oversight board for approval, and to the State of California Department of Finance, and posting the approved Property Management Plan on the Successor Agency's website.

Section 5. **Effectiveness.** This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED at a regular meeting of the Successor Agency to the dissolved Winters Community Development Agency on the 26th day of August, 2013, by the following vote:

AYES:

NOES:

ABSTAIN:

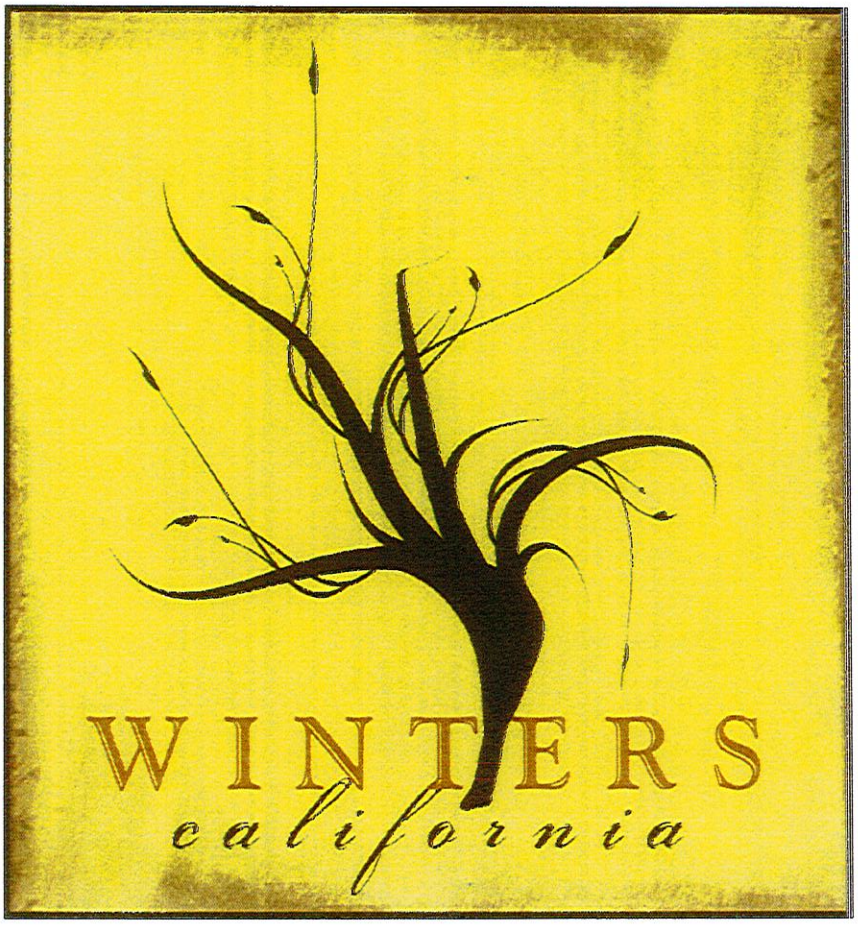
ABSENT:

_____
Larry Justus, Chair

ATTEST:

_____
Secretary

Long Range Property Management Plan



Successor Agency to the Winters Community Development Agency

Long Range Property Management Plan

City of Winters as Successor Agency to the Dissolved Winters Community Development Agency

Introduction

On June 1, 2012 Assembly Bill 1484 (AB1484) was signed into law that required the Successor Agency to the Dissolved Winters Community Development Agency (CDA) to prepare a Long Range Property Management Plan (PMP) that addresses the disposition and use of the dissolved Winters Community Development Agency (CDA) real property. The PMP must be submitted to the governing board of the Successor Agency (the City of Winters City Council also serves as the members of the Successor Agency) and the Oversight Board for approval before being submitted to the Department of Finance (DOF). This document is the Long Range Property Management Plan (PMP) of the Successor Agency to the dissolved Winters Community Development Agency.

Upon approval by the Successor Agency, the Oversight Board and the DOF, properties retained for governmental use will be transferred to the City of Winters while properties retained for future disposition and implementation of a redevelopment plan will remain in the Property Trust Fund until all the approvals for such disposition and use have been obtained, at which time they will be transferred to the City for disposition or use pursuant to this PMP. The Successor Agency must receive prior approval by the Oversight Board for each property transfer or disposition. Oversight Board approval is subject to review by DOF.

The PMP addresses the disposition and use of the real properties of the dissolved CDA and must do all of the following:

Include an inventory of all properties in the Property Trust Fund and this inventory will include all of the following information:

- The date of the acquisition of the property and the value of the property at that time.
- The purpose for which the property was acquired.
- Parcel data, including address, lot size and current zoning in the former CDA redevelopment plan or specific, community or general plan.
- An estimate of the current value of the parcel including, if available, any appraisal information.
- An estimate of any lease, rental or any other revenues generated by the property, and a description of the contractual requirements for the disposition of those funds.
- The history of environmental contamination, including designation as a brownfield site, any related environmental studies and history of any remediation efforts.
- A description of the property's potential for transit-oriented development and the advancement of the planning objectives of the Successor Agency.

- A brief history of previous development proposals and activity, including the rental or lease of the property.
- Address the use or disposition of all the properties in the Property Trust Fund. Permissible uses include retention of the property for governmental uses, the retention of the property for future development, the sale of the property, or the use of the property to fulfill an enforceable obligation. The PMP shall separately identify and list all properties in the Property Trust Fund dedicated to governmental uses purposes and properties retained for purposes of fulfilling an enforceable obligation. With respect to the use or disposition of all other properties the following shall apply:

  a. If the plan directs the use or liquidation of the property for a project identified in an approved redevelopment plan, the property shall transfer to the City.

  b. if the plan directs the liquidation of the property or the use of revenues generated from the property, such as lease or parking revenues, for any purpose other than to fulfill and enforceable obligation or other than specified immediately above, the proceeds from the sale shall be distributed as property tax to the taxing entities.

Summary of Properties Owned by the Successor Agency

1. 110 E. Baker Street. A 76,926.96 square foot parcel of land owned by the Successor Agency that has a 34 unit affordably restricted apartment complex built on it . This Apartment Complex was built by CHOC (Community Housing Opportunity Corporation) as the developer with the City of Winters and the Winters Community Development Agency providing gap financing assistance. The land is leased to CHOC for $1/year for 99 years under a ground lease agreement.

2 23 Main Street. This site is a 3,049.20 square foot parcel that was purchased by the Winters Community Development Agency as a vacant lot. The lot is located in the middle of the first block of main street and was vacant and over run by weeds when purchased. Subsequent to the purchase of the property, the City of Winters has created a Mini Park in the area with landscaping and park benches for seating.

3-5. The Grant Avenue Commercial Property- This site is 3 parcels along the Grant Avenue Corridor, located on Grant Avenue between East Street and Morgan. Grant Avenue is the main entrance from the East into the City of Winters. These parcels were purchased in a foreclosure sale by the Community Development Agency and are vacant at this time. These 3 parcels are anticipated to be reconfigured into 3 or more legal parcels suitable for development, as more fully discussed below.

6. 311 First Street. This is a 9,016.92 square foot parcel located on First Street adjacent the Newt's Expressway, the alley that runs directly behind the Downtown Businesses,

and directly across the street from City Hall. This is a vacant site that is used for parking by City Staff and visitors to City Hall and other surrounding uses

7. 314 Railroad Avenue. A 3,920.40 square foot parcel that includes a vacant building that formerly housed a Cafe.

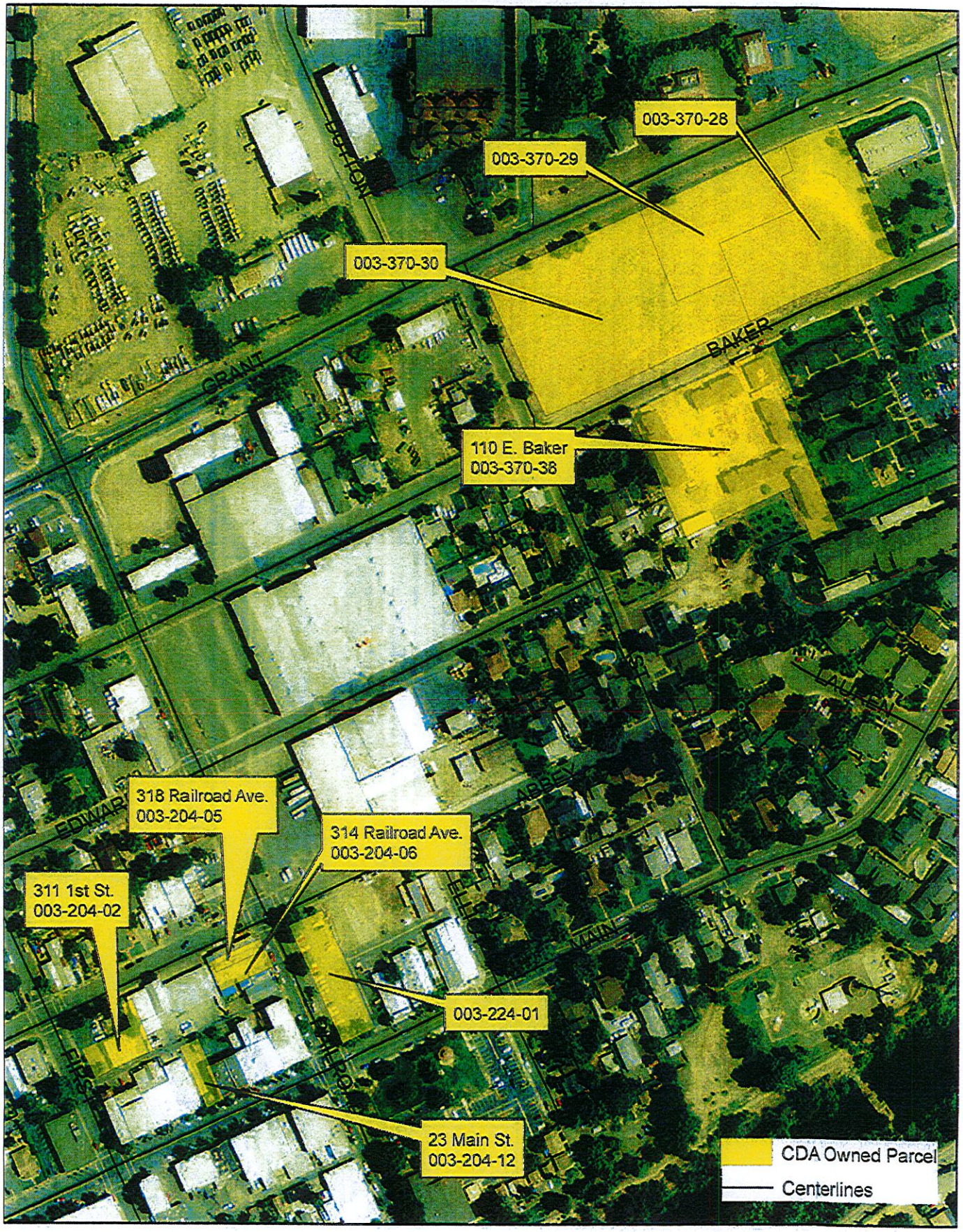
8. 318 Railroad Avenue. A 2,613.6 square foot parcel that includes a vacant building that formerly housed a Bar.

9. Parking Lot located at the Corner of Abbey and Railroad. This parking lot is subject to a Reciprocal Access and Public Parking Easement Agreement. The easement provides reciprocal access and public parking between Agency owned parking and private owned parking, as well as maintenance and upkeep of the access as public parking areas.

10-23. Assets identified as Successor Agency assets that are not real property. All these assets are used for governmental uses and will be transferred to the City of Winters. See Appendix A for a detailed list.

These properties are described in greater detail in the Inventory section of this report. Also attached to this report is a map with the properties indicated in yellow.

Community Development Agency Owned Parcels



06/06/13 Jenna Moser - Winters GIS

Property Inventory

Site 1

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor Agency to the Dissolved Winters Community Development Agency

Address/Parcel Number

- 110 E Baker Street
- 003-370-038

Current Use/Description

- Land owned by the dissolved CDA currently has a 34 unit affordably restricted apartment complex on it. The land is leased to the developer, Community Housing Opportunities Corporation or CHOC for 99 years.
- The site is located on E Baker Street directly adjacent to another affordably restricted apartment complex owned by the same developer.
- The land is 76,926.96 square feet or 1.766 acres

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- November 10, 2004
- $464,994
- Implementation of Redevelopment Plan

Parcel Size

- 76,926.96 square feet
- 1.766 acres

Current Zoning

- R4-High Density Multifamily Residential

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $635,000
- Ground lease is for 99 years at $1/year, for maximum revenue from the property of $99

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- Not applicable

- Transfer to the Housing Successor Agency. This site is the location of a 34 unit affordably restricted apartment complex that the Housing function of the dissolved Community Development Agency partnered with the developer CHOC to increase the affordable housing within the redevelopment project area, this project was completed in 2007 and is an asset to the community and provides necessary affordable housing to the citizens of our community.

Previous Development Proposals and Activity

Previous proposals were only submitted by CHOC for this land, and there are no records of other development proposals or activities.

Site is subject to a 99-year lease to CHOC for affordable housing apartment complex.

Site 2

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor Agency to the Dissolved Winters Community Development Agency

Address/Parcel Number

- 23 Main Street
- 003-204-006

Current Use/Description

- Mini Park
- Site is located at the middle of the first block of Main Street, and is the location of a mini park with landscaping and benches for individuals to sit and enjoy the landscaping and the ambiance of the downtown area.

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- February 1, 2007
- $173,691
- Implementation of Redevelopment Plan

Parcel Size

- 3,049.2 square feet
- .07 acres

Current Zoning

- C2-Central Business District

Estimate of Current Value/Property Revenue

- Appraised on March 15, 2011 at $118,000
- No revenue is expected

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- Not Applicable
- Transfer to the City for continued Governmental use as a mini park within the downtown
- This site advances the planning objective of the successor agency by the continued elimination of blight within the downtown and providing park space in the city as indicated in the 2009-2013 implementation plan .

Previous Development Proposals and Activity

- There is no record of other development proposals or activity for this site.

Site 3

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor to the Dissolved Winters Community Development Agency

Address/Parcel Number

- No address assigned
- 003-370-028

Current Use/Description

- Vacant Land
- The Site is currently vacant located on Grant Avenue, between East Street and Morgan. Grant Avenue is the main entrance to the City of Winters from the East.
- The Grant Avenue Corridor is currently the only viable area for new commercial development.

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 4/30/09
- $192,093
- Implementation of Redevelopment Plan

Parcel Size

- 55,495.44 square fee
- 1.274 acres

Current Zoning

- C2-Central Business District

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $275,611
- N/A

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- This property is directly adjacent to public transit stop,
- The Successor Agency intends to dispose of the Property pursuant to a purchase and sale agreement, as more fully described below.
- Advance the Economic Development objective of the Successor Agency

- This site is a portion of a larger area consisting of three parcels along Grant Avenue acquired by the Community Development Agency. The successor agency anticipates that the three parcels constituting the overall property will be reconfigured via one or more lot line adjustments to create three or more legal parcels suitable for development. The City has entered into negotiations and has a purchase and sale agreement with a developer to develop a retail establishment on approximately 44,431 square feet of land area along the eastern-most boundary of the overall property, which will ultimately be a reconfiguration of the parcel referred to in this Plan as Site 3, which purchase and sale agreement will be assigned to the Successor Agency for purposes of sale of the site to the developer. The development of this site for a retail use will fulfill the program activities included in Table II-4 of the 2009-2013 Implementation Plan. This project would increase the assessed value of property within the City and provide additional tax revenue to all affected taxing entities.

Previous Development Proposals and Activity

- Granite Bay Holdings proposed a commercial development on this parcel along with two others in 2007-2008. The company subsequently went through bankruptcy proceedings and the parcel was foreclosed on and sold.
- Winters Community Development Agency purchased the site, along with two others in a foreclosure sale on April 30, 2009 in order to be able to work with developers to create a retail center on the Grant Avenue Corridor, a main artery through the City.
- An RFP was issued in 2009 for a proposal to develop the Site. An Exclusive Negotiating Rights Agreement was entered into with Yackzan Group, Inc. The agreement expired without any action by developer Yackzan Group, Inc.

Site 4

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor Agency to the dissolved Winters Community Development Agency.

Address/Parcel Number

- No address assigned
- 003-370-029

Current Use/Description

- Vacant Land
- The Site is currently vacant located on Grant Avenue, between East Street and Morgan. Grant Avenue is the main entrance to the City of Winters from the East.
- The Grant Avenue Corridor is currently the only viable area for new commercial development.

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 4/30/09
- $152,286

Parcel Size

- 43,995.60 square fee
- 1.01 acres

Current Zoning

- C2-Central Business District

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $220,230
- n/a

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- This property is directly adjacent to public transit stop

- The Successor Agency intends to dispose of the Property pursuant to a purchase and sale agreement, as more fully described below.
- Advance the Economic Development objective of the Successor Agency
- This site is a portion of a larger area consisting of three parcels along Grant Avenue acquired by the Community Development Agency. The successor agency anticipates that the three parcels constituting the overall property will be reconfigured via one or more lot line adjustments to create three or more legal parcels suitable for development. The City has entered into negotiations and has a purchase and sale agreement with a developer to develop a retail establishment on approximately 29,192 square feet of land area located on the north-western most portion of the overall property, which will ultimately be a reconfiguration of the parcel referred to in this Plan as Site 4, which purchase and sale agreement will be assigned to the Successor Agency for purposes of sale of the site to the developer. The development of this site for a retail use will fulfill the program activities included in Table II-4 of the 2009-2013 Implementation Plan. This development would increase the assessed value of property within the City and provide additional tax revenues to all the affected taxing entities.

Previous Development Proposals and Activity

- Granite Bay Holdings proposed a commercial development on this parcel along with two others in 2007-2008. The company subsequently went through bankruptcy proceedings and the parcel was foreclosed on and sold.
- Winters Community Development Agency purchased the site, along with two others in a foreclosure sale on April 30, 2009 in order to be able to work with developers to create a retail center on the Grant Avenue Corridor, a main artery through the City.
- An RFP was issued in 2009 for a proposal to develop the Site. An Exclusive Negotiating Rights Agreement was entered into with Yackzan Group, Inc. The agreement expired without any action by developer Yackzan Group, Inc.

Site 5

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor Agency to the Dissolved Winters Community Development Agency

Address/Parcel Number

- No address assigned
- 003-370-030

Current Use/Description

- Vacant Land
- The Site is currently vacant located on Grant Avenue, between East Street and Morgan. Grant Avenue is the main entrance to the City of Winters from the East.

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 4/30/09
- $337,444

Parcel Size

- 97,487.28 square fee
- 2.238 acres

Current Zoning

- C2-Central Business District

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $484.159
- n/a

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- This property is directly adjacent to public transit stop
- Transfer to City of Winters for implementation of Redevelopment Plan.
- Advance the Economic Development objective of the Successor Agency
- This site is a portion of a larger area consisting of three parcels along Grant Avenue acquired by the Community Development Agency. The Successor Agency anticipates that the three parcels constituting the overall property will be reconfigured via one or more lot line adjustments to create three or more legal parcels suitable for development. The site referred to in this Plan as Site 6 is intended to refer to the

remainder of the overall property following the lot line adjustments to create Sites 3 and 4, discussed previously in this Plan, and may consist of one or more legal parcels. The City has entered into discussions with a developer to develop an affordably restricted Senior Housing Project on all or a portion of the reconfigured Site 5.

Previous Development Proposals and Activity

- Granite Bay Holdings proposed a commercial development on this parcel along with two others in 2007-2008. The company subsequently went through bankruptcy proceedings and the parcel was foreclosed on and sold.
- Winters Community Development Agency purchased the site, along with two others in a foreclosure sale on April 30, 2009 in order to be able to work with developers to create a retail center on the Grant Avenue Corridor, a main artery through the City.
- An RFP was issued in 2009 for a proposal to develop the Site. An Exclusive Negotiating Rights Agreement was entered into with Yackzan Group, Inc. The agreement expired without any action by developer Yackzan Group, Inc.

Site 6

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor Agency to the Dissolved Winters Community Development Agency

Address/Parcel Number

- 311 First Street
- 003-204-002

Current Use/Description

- Public Parking
- The Site is located directly behind Main Street Businesses and directly across from City Hall. City Hall staff utilize the parking lot during the day as well as other visitors to City Hall and customers visiting the businesses downtown. In the evening, this lot provides parking to patrons of the restaurants and the Palms Playhouse located in the downtown core. There are only 4 other off street parking spaces available to staff and visitors to City Hall. Without the parking lot, staff and visitors to City Hall must park on the Street.
- The site formerly included a dilapidated building, that has since been removed

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 5/19/09
- $458,141 [Implementation of Redevelopment Plan

Parcel Size

- 9016.92 square feet
- .207 acres

Current Zoning

- D-A Downtown-A, part of the form based code for the Downtown to establish unique use and development standards within the Downtown Master Plan area.

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $220,000
- none

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- None
- Transfer to City of Winters for continued Governmental Use

- The site provides parking for city staff on a daily basis and keeps staff and visitors from having to park on the street while doing business at City Hall.

Previous Development Proposals and Activity

- No record of previous development proposals or activity,

Site 7

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency

Successor Agency to the Dissolved Winters Community Development Agency

Address/Parcel Number

- 314 Railroad Avenue
- 003-204-006

Current Use/Description

- This site includes a vacant building that formerly housed a Cafe
- Site is located on Railroad Avenue between Main Street and Abby Street

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 4/1/10
- $351,399
- Implementation of Redevelopment Plan

Parcel Size

- 3, 920.40 square feet
- .09 acres

Current Zoning

- D-A A Downtown-A, part of the form based code for the Downtown to establish unique use and development standards within the Downtown Master Plan area

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $350,000
- none

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- None
- Transfer to City of Winters for implementation of Redevelopment Plan.
- Staff is currently in negotiations with a developer to build an infill project utilizing this site along with another Successor Agency parcel and two City owned parcels in the downtown area. This project would significantly increase the assessed value of property within the City and provide additional revenue to all the affected taxing entities. The development of this property is included in the 2009-2013 Implementation Plan.

Previous Development Proposals and Activity

- This site previously was the location of a Cafe and T-shirt printing business, the owners of which moved out of state. The building is now vacant, and no other development proposals beyond that mentioned above have been received.

Site 8

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency
- Successor Agency to the Dissolved Winters Community Development Agency.

Address/Parcel Number

- 318 Railroad Ave
- 003-204-005

Current Use/Description

- Site is currently a vacant building on that was formerly a bar
- Site is located at the corner of Abbey Street and Railroad Avenue.

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 4/1/10
- $289,479
- Implementation of Redevelopment Plan

Parcel Size

- 2,613.50 square feet
- .06 acres

Current Zoning

- D-A A Downtown-A, part of the form based code for the Downtown to establish unique use and development standards within the Downtown Master Plan area

Estimate of Current Value/Property Revenue

- Appraised Value on 3/15/11 $240,000
- None

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- None
- Transfer to City of Winters for implementation of Redevelopment Plan.
- Staff is currently in negotiations with a developer to build an infill project utilizing this site along with another Successor Agency parcel and two City owned parcels in the downtown area. This project would significantly increase the assessed value of property

within the City and provide additional revenue to all the affected taxing entities. The development of this property is included in the 2009-2013 Implementation Plan.

Previous Development Proposals and Activity

- This site previously was the location of a Bar, the owner of which has subsequently passed away and the building remains vacant at this time.

Site 9

Owner/Title

- Successor Agency to the Dissolved Winters Community Development Agency
- Successor Agency to the Dissolved Winters Community Development Agency.

Address/Parcel Number

- No address assigned
- 003-224-001

Current Use/Description

- Site is currently a public parking lot.
- Site is located at the corner of Abbey Street and Railroad Avenue and is currently used as public parking.

Acquisition Date/Acquisition Property Value/Acquisition Purpose

- 1/1/08
- $144,000
- Implementation of Redevelopment Plan

Parcel Size

- **.406 acres**
- **17,685 square feet**

Current Zoning

- D-A A Downtown-A, part of the form based code for the Downtown to establish unique use and development standards within the Downtown Master Plan area

Estimate of Current Value/Property Revenue

- Purchase price of $144,000
- none

History of Environmental Contamination

- No record of environmental studies

Potential for Transit-Oriented Development/Use or Disposition of Property/Advancement of the Planning Objective of the Successor Agency

- None
- . Transfer to City of Winters for implementation of Redevelopment Plan.

Previous Development Proposals and Activity

- No record of previous development proposals or activity

Appendix A

The following are infrastructure, buildings and other improvements that were constructed on City-owned property, paid for, in whole or in part, by the dissolved CDA, and have been identified as assets of the dissolved CDA. These assets will be transferred to the City for appropriate distribution for continued governmental use.

Property 10: Lights installed at the City Park Baseball field to provide the ability for evening baseball and softball games in the park.

Property 11: Linoleum installed in City owned building currently used for early childhood education programs.

Property 12: Tennis Courts rehabilitated on the property of the Winters Joint Unified School District with a joint use agreement in place for City programs and the public to use.

Property 13: Amphitheatre constructed at the City owned Winters Community Center.

Property 14: Shade Structure constructed at the City owned Winters Community Center.

Property 15: Community Swimming Pool constructed on the property owned by the Winters Joint Unified School District. The City and School District have a joint use agreement for the use of the swimming pool.

Property 16: Restroom facility constructed at City owned Rotary Park.

Property 17: Joint Police and Fire Station constructed on City owned land. Currently in use and occupied as a Police and Fire Station.

Property 18: Reconstruction of streets within the City of Winters.

Property 19: Rehabilitate and pave the City owned Railroad Trestle Bridge, resulting in the creation of a bike and pedestrian path over Putah Creek instead of an abandoned and dangerous deteriorated and unusable bridge.

Property 20: Parking lot constructed between the City owned Winters Community Center and the City owned Rotary Park.

Property 21: Improvements reconstructed at the intersection of Jackson and McArthur Streets in the City of Winters

Property 22: Roadway and Sidewalk enhancements constructed at the intersection of Main and Railroad and Railroad and Abbey Streets in Downtown Winters.

Property 23: Roadway and Sidewalk enhancements constructed at the intersection of Main and First Street and at the mid block between Railroad and First Street in Downtown Winters.

CITY OF WINTERS
california
Est. 1875

OVERSIGHT BOARD TO THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY
STAFF REPORT

TO: Honorable Chair and Members of the Oversight Board to the Dissolved Winters Community Development Agency

DATE: August 26, 2013

THROUGH: John W. Donlevy, Jr., City Manager

FROM: Dan Maguire, Economic Development and Housing Manager DM
Mary Jo Rodolfa, Management Analyst

SUBJECT: Consideration of Resolution OB-2013-10 Approving the Cross Development Purchase and Sale Agreement

---

RECOMMENDATIONS:
It is recommended that the Oversight Board take the following actions: 1) conduct the Public Hearing, 2) Rescind prior approval of the transfer of Real Property commonly referred to as the Grant Avenue Commercial Property (APN #s 003-370-028, 003-370-029, and 003-370-030) from the Successor Agency to the City of Winters, and 3) Adopt Resolution OB-2013-10 approving the Assignment and Second Amendment to the Purchase and Sale Agreement with Cross Development, LLC.

BACKGROUND:
In May 2009, the Winters CDA ("Redevelopment Agency") purchased the Grant Avenue lot on the south side of Grant Avenue between East Street and Morgan Street formerly known as Granite Bay Commercial. The CDA subsequently authorized the issuance of an RFP for potential developers to offer proposals for development of the site. Although the CDA did enter into an Exclusive Negotiation Agreement ("ENA") with the Yackzan Group, that ENA did not result in any development on the property.

In March 2011, the City Council adopted Resolution 2011-15 approving a Purchase and Sale Agreement with the Winters CDA with respect to the property. The Resolution laid out the findings for the transfer of this property in consideration of the debt owed to the City by the Winters CDA. On May 13, 2013, the California State Controller issued a determination that the property transfer was an unallowable transfer based on Health &

Safety Code 34167.5, and ordered the City of Winters to reverse the transfer of that and certain other real property assets.

Prior to that ruling, at the October 2, 2013 City Council meeting, the City Council authorized the City Manager to execute a Purchase and Sale Agreement ("Agreement") with Cross Development for commercial development on the property, consistent with the original intent of the acquisition. The Agreement allowed for up to 180 days for Cross to complete its due diligence review, with the close of escrow to be completed by May 24, 2013. City Council subsequently approved the First Amendment to the Purchase and Sale Agreement, extending the agreement by an additional 90 days.

The Successor Agency, upon receiving a Finding of Completion from the Department of Finance, approved the Property Management Plan ("PMP") and the Purchase and Sale Agreement ("P&S") with Cross Development at the July 2, 2103 Council meeting. The PMP and Cross P&S agreement then went to the Oversight Board for approval on July 8, 2103. The PMP and Cross P&S agreement was submitted to the Department of Finance on July 8, 2013.

In order to complete the Purchase and Sale Agreement with Cross Development, 1) the Successor Agency, Oversight Board, and the Department of Finance must approve the Successor Agency's Property Management Plan, and 2) the Successor Agency, Oversight Board, and the Department of Finance must approve the individual Purchase and Sale Agreement.

On July 18, 2013, the City received a call from DOF indicating that if the P&S agreements were executed by the Successor Agency, the sales proceeds would go directly to the Redevelopment Property Tax Trust Fund ("RPTTF"). Staff recommends following DOF's direction in order to bring the P&S agreements to completion. The particulars of the Successor Agency P&S agreement include extending the deadlines for Inspection to 11/1/2013, with Close of Escrow extended to 12/1/2013 to accommodate the anticipated approval timelines.

FISCAL IMPACTS:
The City's and Successor Agency's costs associated with selling the properties are to-be-determined; however, at the proposed sales price, approximately $266,587.20 in sales proceeds would be considered RPTTF and used to pay the Successor Agency's enforceable obligations.

ATTACHMENTS:
Purchase and Sale Agreement with Cross Development (*Please see 7/8/2013 Oversight Board Agenda Packet*)
Assignment and Second Amendment to the Real Estate Purchase Contract
Resolution OB-2013-10

ASSIGNMENT AND SECOND AMENDMENT TO
REAL PROPERTY PURCHASE AND SALE
AGREEMENT AND JOINT ESCROW
INSTRUCTIONS

_____ (the "**Effective Date**")

THIS ASSIGNMENT AND SECOND AMENDMENT TO REAL PROPERTY PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS (this "**Amendment**") is entered into by and between CITY OF WINTERS, a municipal corporation ("**Assignor**" or "**City**"), SUCCESSOR AGENCY TO THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY ("**Seller**" or "**Successor Agency**"), as seller, and CROSS DEVELOPMENT, LLC, a Texas limited liability company ("**Buyer**"), as Buyer.

Recitals

A. Buyer and Assignor entered into that certain Real Property Purchase and Sale Agreement and Joint Escrow Instructions, dated as of November 26, 2012, and First Amendment to Real Estate Purchase Contract, dated April 19, 2013 (collectively, the "**Contract**"), whereby Buyer agreed to purchase from Assignor, and Assignor agreed to sell to Buyer, certain real property located in Winters, California, more particularly described and defined in the Contract as the "**Site**".

B. Assembly Bill 1X 26 ("**AB 26**"), enacted as part of the 2011-2012 State of California budget bill, and as modified by the Supreme Court of the State of California in the matter of *California Redevelopment Association, et al. v. Ana Matosantos, et al.*, Case No. S194861, dissolved and set out procedures for the wind-down of all redevelopment agencies throughout the State effective February 1, 2012, and in June 2012, the California Legislature adopted Assembly Bill 1484 ("**AB 1484**," and collectively with AB 26, the "**Dissolution Act**") further modifying some of the procedures set forth in AB 26, and adding certain other procedures and requirements for the dissolution and wind-down of redevelopment agencies. Pursuant to the Dissolution Act, the Successor Agency was created to administer the wind-down of the affairs of the Winters Community Development Agency ("**Agency**") following the Agency's dissolution, and an Oversight Board to the Successor Agency ("**Oversight Board**") was established to oversee the Successor Agency's actions pertaining to the wind-down of the affairs of the former Agency. Also pursuant to the Dissolution Act, all actions of the Oversight Board are subject to review by the Department of Finance ("**DOF**").

C. Health and Safety Code Section 34181, added by the Dissolution Act, requires that the Oversight Board direct the Successor Agency to, among other things, dispose of all properties of the former Agency. Section 34191.5, also added by the Dissolution Act, requires the Successor Agency to prepare a long-term Property Management Plan ("**PMP**") that addresses the disposition and use of the real properties of the former Agency, including the Site, which PMP must be approved by the Oversight Board and DOF.

D. As was noted in Recital A of the Contract, the Site was previously owned by the Agency, and was conveyed to the City to enable the City to continue the planned redevelopment of

the Winters Redevelopment Project Area following dissolution of the Agency. The Successor Agency completed its PMP, and obtained Oversight Board approval of the PMP. During its review of the PMP, DOF suggested that the City convey the Site back to the Successor Agency, and that the Successor Agency directly sell the Site to Buyer, in order to eliminate some of the other actions required under the Dissolution Act to be completed before the disposition of property previously owned by the Agency can occur. Accordingly, the parties desire to enter into this Amendment to formally assign the Contract to the Successor Agency, to extend the time deadlines under the Contract, and make other conforming and clarifying changes related thereto.

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, and for other valuable consideration, the receipt and adequacy of which hereby are acknowledged, the undersigned parties hereby agree as follows:

Agreements

1. Assignment of Contract. Assignor hereby assigns to Seller all of Assignor's rights, title, duties and obligations under the Contract, and Seller hereby accepts and unconditionally assumes all of Assignor's rights, title, duties and obligations under the Contract.

2. Defined Terms. All capitalized terms not defined herein shall have the meanings ascribed to them in the Contract.

3. Due Diligence Period. The Due Diligence Period established under Section 1.1.17 of the Contract, as previously extended under the First Amendment to Real Estate Contract, is hereby further extended to run through November 1, 2013.

4. Escrow Closing Date. The Escrow Closing Date, as set forth in Section 1.1.22 of the Contract, as previously extended by the First Amendment to Real Estate Contract, is further extended to on or before December 1, 2013, subject to the conditions to conveyance set forth in Section 5, below, of this Second Amendment.

5. Conditions to Conveyance. The parties acknowledge and agree that the sale of the Site to the Buyer is subject to review and approval by the Oversight Board and DOF pursuant to the Dissolution Act. Seller agrees to use good faith reasonable efforts to take such actions as are necessary to obtain such approvals by the Oversight Board and DOF, and to complete all other acts as may be necessary to effectuate the conveyance of the Site to Buyer on or prior to the Escrow Closing Date. Accordingly, the parties acknowledge and agree that the sale of the Site to Buyer pursuant to the Contract is subject to the following conditions precedent, which conditions are in addition to all other terms and conditions set forth in the Contract:

a. The Successor Agency shall have obtained approvals from the Oversight Board and from DOF of a long-range Property Management Plan that addresses the disposition of the Site to Buyer.

b. The Successor Agency shall have obtained approvals from the Oversight Board and from DOF of the Contract, including without limitation the sale of the Site by the Successor Agency to Buyer pursuant to the terms and conditions set forth in the Contract, as amended by this Amendment.

6. Effect of this Amendment. Except as expressly modified in this Amendment, the Contract shall continue in full force and effect.

7. Counterpart; Facsimile Signature. Facsimile signatures appearing hereon shall be deemed an original and this document may be executed simultaneously on two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Assignor, Seller and Buyer execute this Amendment to be effective as of the Effective Date.

ASSIGNOR:

CITY OF WINTERS, A CALIFORNIA MUNICIPAL CORPORATION

_____

John W Donlevy, Jr.
City Manager

SELLER:

SUCCESSOR AGENCY TO THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY

_____

Chair

BUYER:

CROSS DEVELOPMENT, LLC,
A Texas limited liability company

By:

Steve Rumsey, Managing Member

RESOLUTION NO. OB-2013-10

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY APPROVING AN ASSIGNMENT AND SECOND AMENDMENT TO REAL PROPERTY PURCHASE AND SALE AGREEMENT BY AND BETWEEN THE CITY OF WINTERS, SUCCESSOR AGENCY TO THE WINTERS COMMUNITY DEVELOPMENT AGENCY AND CROSS DEVELOPMENT

WHEREAS, in May 2009, the Winters CDA ("Redevelopment Agency") purchased the Grant Avenue lot on the south side of Grant Avenue between East Street and Morgan Street formerly known as Granite Bay Commercial (APNs: 003-370-028, 029 and 030); and

WHEREAS, in March 2011, the City Council adopted Resolution 2011-15 approving a Purchase and Sale Agreement with the Winters CDA with respect to the property. The Resolution laid out the findings for the transfer of this property in consideration of the debt owed to the City by the Winters CDA; and

WHEREAS, at the October 2, 2013 City Council meeting, the City Council authorized the City Manager to execute a Purchase and Sale Agreement with Cross Development for commercial development on a portion of the property (the "Site"), consistent with the original intent of the acquisition. The Agreement allowed for up to 180 days for Cross to complete their due diligence review, with the close of escrow to be completed by May 24, 2013. City Council subsequently approved the First Amendment to the Purchase and Sale Agreement, extending the agreement by an additional 90 days; and

WHEREAS, On May 13, 2013, the California State Controller issued a determination that the property transfer of March 2011 was an unallowable transfer based on Health and Safety Code 34167.5, and ordered the City of Winters to reverse the transfer of that property and certain other real property assets; and

WHEREAS, Health and Safety Code Section 34191.5(b) requires the Successor Agency to submit a Property Management Plan to the Successor Agency's oversight board and the Department of Finance for approval no later than six months following the issuance to the Successor Agency of the finding of completion pursuant to Health and Safety Code Section 34179.7; and

WHEREAS, the Successor Agency, upon receiving a Finding of Completion from the Department of Finance, prepared and approved a Property Management Plan ("PMP") and the Purchase and Sale Agreement ("P&S") with Cross Development at the July 2, 2103 Council meeting. The PMP and Cross P&S agreement then went to the Oversight Board for approval on July 8, 2103. The PMP and Cross P&S agreement was submitted to the Department of Finance on July 8, 2013; and

WHEREAS, on July 18, 2013, the City received a call from the Department of Finance indicating that if the P&S agreements were executed by the Successor Agency, the sales proceeds would go directly to the Redevelopment Property Tax Trust Fund ("RPTTF"); and

WHEREAS, the City, Successor Agency and Cross Development have prepared an Assignment and Second Amendment to the P&S Agreement ("Second Amendment") to provide for the assignment of the P&S Agreement to the Successor Agency, extend certain deadlines in the P&S Agreement, and make certain other clarifying changes relating thereto; and

WHEREAS, all other legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE FORMER WINTERS COMMUNITY DEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. **Recitals.** The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

Section 2. **CEQA Compliance.** The Oversight Board of the Successor Agency to the dissolved Winters Community Development Agency determines that approval of the proposed Second Amendment does not qualify as a project for purposes of the California Environmental Quality Act. The City Clerk is authorized and directed to file, on behalf of the Successor Agency, a Notice of Exemption with the appropriate official of the County of Yolo, California, within five (5) days following the date of adoption of this Resolution.

Section 3. **Approval of Second Amendment.** The Oversight Board of the Successor Agency hereby approves the Assignment and Second Amendment to Real Property Purchase And Sale Agreement and Joint Escrow Instructions by and between the City of Winters, Successor Agency to the Dissolved Winters Community Development Agency and Cross Development LLC, in substantially the form currently on file with the City Clerk.

Section 4. **Authorization to Take Action.** The Oversight Board of the Successor Agency to the dissolved Winters Community Development Agency hereby authorizes and directs the City Manager to take all actions and do all things required by or necessary and proper to perform and carry out the proposed Purchase and Sale Agreement, as amended by the Second Amendment, including without limitation the sale of the Site to Cross Development pursuant to the Purchase and Sale Agreement, and to execute and deliver all certifications, agreements and other documents necessary or required under the Purchase and Sale Agreement, as amended by the Second Amendment to effectuate sale of the Site to Cross Development. Furthermore, the City Manager is hereby authorized and directed to take any action necessary to carry out the purposes of this Resolution and comply with applicable law regarding including submitting the Purchase and Sale Agreement to the Department of Finance for approval.

Section 5. **Certification.** The City Clerk shall certify to the adoption of this Resolution.

Section 6. **Effectiveness.** This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED at a regular meeting of the Oversight Board of the Successor Agency to the dissolved Winters Community Development Agency on the 26th day of August, 2013, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

_____
Larry Justus, Chair

ATTEST:

_____
Secretary

CITY OF WINTERS california Est. 1875

OVERSIGHT BOARD TO THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY
STAFF REPORT

TO: Honorable Chair and Members of the Oversight Board to the Dissolved Winters Community Development Agency

DATE: August 26, 2013

THROUGH: John W. Donlevy, Jr., City Manager

FROM: Dan Maguire, Economic Development and Housing Manager DM
Mary Jo Rodolfa, Management Analyst

SUBJECT: Consideration of Resolution OB-2013-11 Approving the Yolo Federal Credit Union Purchase and Sale Agreement

---

RECOMMENDATIONS:
It is recommended that the Oversight Board take the following actions: 1) conduct the Public Hearing, 2) Rescind prior approval of the transfer of Real Property commonly referred to as the Grant Avenue Commercial Property (APN #s 003-370-028, 003-370-029, and 003-370-030) from the Successor Agency to the City of Winters, and 3) Adopt Resolution OB-2013-11 approving the Assignment and Second Addendum to the Purchase and Sale Agreement with Yolo Federal Credit Union.

BACKGROUND:
In May 2009, the Winters CDA ("Redevelopment Agency") purchased the Grant Avenue lot on the south side of Grant Avenue between East Street and Morgan Street formerly known as Granite Bay Commercial. The CDA subsequently authorized the issuance of an RFP for potential developers to offer proposals for development of the site. Although the CDA did enter into an Exclusive Negotiation Agreement ("ENA") with the Yackzan Group, that ENA did not result in any development on the property.

In March 2011, the City Council adopted Resolution 2011-15 approving a Purchase and Sale Agreement with the Winters CDA with respect to the property. The Resolution laid out the findings for the transfer of this property in consideration of the debt owed to the City by the Winters CDA. On May 13, 2013, the California State Controller issued a determination that the property transfer was an unallowable transfer based on Health

and Safety Code 34167.5, and ordered the City of Winters to reverse the transfer of that property and certain other real property assets.

Prior to that ruling, at the October 16, 2012 City Council meeting, the City Council authorized the City Manager to execute a Purchase and Sale Agreement ("Agreement") with YFCU for commercial development on the property, consistent with the original intent of the acquisition. The Agreement allowed for up to 150 days from the opening of escrow (1/16/2013) for YFCU to complete its due diligence review, and 180 days for the close of escrow, with the purchase to be completed by July 14, 2013. Subsequently the City Council approved a request for the Agreement to be extended by an additional 90 days.

The Successor Agency, upon receiving a Finding of Completion from the Department of Finance approved the Property Management Plan ("PMP") and the Purchase and Sale Agreement ("P&S") with Yolo Federal Credit Union at the July 2, 2013 City Council meeting. The PMP and YFCU P&S agreement then went to the Oversight Board for approval on July 8, 2013. The PMP and the YFCU P&S agreement was submitted to the Department of Finance on July 8, 2013.

In order to complete the Purchase and Sale Agreement with Yolo Federal Credit Union, 1) the Successor Agency, Oversight Board, and Department of Finance must approve the Successor Agency's Property Management Plan, and 2) the Successor Agency, Oversight Board, and Department of Finance must approve the individual Purchase and Sale Agreement.

On July 18, 2013, the City received a call from DOF indicating that if the P&S agreements were executed by the Successor Agency, the sale proceeds would go directly to the Redevelopment Property Tax Trust Fund ("RPTTF"). Staff recommends following DOF's direction in order to bring the P&S agreements to completion. The particulars of the Successor Agency P&S agreement include extending the deadlines for Inspection to 11/1/2013, with Close of Escrow extended to 12/1/2013 to accommodate the anticipated approval timelines.

FISCAL IMPACTS:
The City's and Successor Agency's costs associated with selling the properties are to-be-determined; however, at the proposed sales price, approximately $264,000.00 in sales proceeds would be considered RPTTF and used to pay the Successor Agency's enforceable obligations.

ATTACHMENTS:
Purchase and Sale Agreement with Yolo Federal Credit Union (*Please see 7/8/2013 Oversight Board Agenda Packet*)
Assignment and Second Addendum to the Yolo Federal Credit Union Purchase and Sale Agreement
Resolution OB-2013-11

ASSIGNMENT AND SECOND ADDENDUM TO REAL PROPERTY PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS

This ASSIGNMENT AND SECOND ADDENDUM to the January 16, 2013, REAL PROPERTY PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS ("Amendment") by and between the CITY OF WINTERS and YOLO FEDERAL CREDIT UNION, is entered into this _____ of August, 2013, by and between the CITY OF WINTERS ("Assignor" or "City"), SUCCESSOR AGENCY TO THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY ("Seller" or Successor Agency") and YOLO FEDERAL CREDIT UNION ("Buyer").

WHEREAS, Assignor and BUYER entered into a REAL PROPERTY PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS, DATED JANUARY 16, 2013, and a FIRST ADDENDUM TO REAL PROPERTY PURCHASE AND SALE AGREEMENT AND JOINT ESCROW INSTRUCTIONS, dated June 18, 2013 (collectively, the "PSA"), whereby Buyer agreed to purchase from Assignor, and Assignor agreed to sell to Buyer, certain real property located in Winters, California, more particularly described and defined in the PSA as the "**Site**".; and

WHEREAS, the Escrow Closing Date is defined in the PSA as one hundred eighty (180) calendar days following the Escrow Opening Date, or such other agreed date; the parties understand the Escrow Opening Date to be January 16, 2013; and

WHEREAS, the First Addendum to the PSA amended the defined Escrow Closing Date as two hundred seventy (270) calendar days following the Escrow Opening Date; or such other date mutually agreed upon in writing between the Parties for the Close of Escrow, and amended the PSA to provide the Due Diligence Period to be defined as two hundred forty (240) calendar days following the Escrow Opening Date; and

WHEREAS, Assembly Bill 1X 26 ("AB 26"), enacted as part of the 2011-2012 State of California budget bill, and as modified by the Supreme Court of the State of California in the matter of *California Redevelopment Association, et al. v. Ana Matosantos, et al.*, Case No. S194861, dissolved and set out procedures for the wind-down of all redevelopment agencies throughout the State effective February 1, 2012, and in June 2012, the California Legislature adopted Assembly Bill 1484 ("AB 1484," and collectively with AB 26, the "Dissolution Act") further modifying some of the procedures set forth in AB 26, and adding certain other procedures and requirements for the dissolution and wind-down of redevelopment agencies; and

WHEREAS, pursuant to the Dissolution Act, the Successor Agency was created to administer the wind-down of the affairs of the Winters Community Development Agency (the "Agency") following the Agency's dissolution, and an Oversight Board to the Successor Agency ("Oversight Board") was established to oversee the Successor Agency's actions pertaining to the wind-down of the affairs of the former Agency, and also pursuant to the Dissolution Act, all actions of the Oversight Board are subject to review by the Department of Finance ("DOF"); and

WHEREAS, Health and Safety Code Section 34181, added by the Dissolution Act, requires that the Oversight Board direct the Successor Agency to, among other things, dispose of all properties of the former Agency; and

WHEREAS, Section 34191.5, also added by the Dissolution Act, requires the Successor Agency to prepare a long-term Property Management Plan ("**PMP**") that addresses the disposition and use of the real properties of the former Agency, including the Site, which PMP must be approved by the Oversight Board and DOF; and

WHEREAS, as was noted in Recital A of the PSA, the Site was previously owned by the Agency, and was conveyed to the City to enable the City to continue the planned redevelopment of the Winters Redevelopment Project Area following dissolution of the Agency; and

WHEREAS, the Successor Agency completed its PMP, and obtained Oversight Board approval of the PMP, however, during its review of the PMP, DOF suggested that the City convey the Site back to the Successor Agency, and that the Successor Agency directly sell the Site to Buyer, in order to eliminate some of the other actions required under the Dissolution Act to be completed before the disposition of property previously owned by the Agency can occur; and

WHEREAS, SELLER and BUYER acknowledge that further time is needed to finalize the Project due to delays in receiving definitive information from CAL TRANS regarding roadway improvement in the immediate vicinity of the Project; and

WHEREAS, the parties desire to enter into this Amendment to formally assign the PSA to the Successor Agency, to extend the time deadlines under the PSA, and make other conforming and clarifying changes related thereto;

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. Assignment of PSA. Assignor hereby assigns to Seller all of Assignor's rights, title, duties and obligations under the PSA, and Seller hereby accepts and unconditionally assumes all of Assignor's rights, title, duties and obligations under the PSA.

2. Section 1.1.22 of the PSA is amended to provide that the Escrow Closing Date is *"The date that is not later than December 1, 2013; or such other date mutually agreed upon in writing between the Parties for the Close of Escrow".*

3. Section 1.1.17 of the PSA is amended to provide that the Due Diligence Period shall be defined as *"The date not later than November 1, 2013".*

4. Conditions to Conveyance. The parties acknowledge and agree that the sale of the Site to the Buyer is subject to review and approval by the Oversight Board and DOF pursuant to the Dissolution Act. Seller agrees to use good faith reasonable

RESOLUTION NO. OB-2013-11

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY FOR THE DISSOLVED WINTERS COMMUNITY DEVELOPMENT AGENCY APPROVING AN ASSIGNMENT AND SECOND ADDENDUM TO REAL PROPERTY PURCHASE AND SALE AGREEMENT BY AND BETWEEN THE CITY OF WINTERS, SUCCESSOR AGENCY TO THE WINTERS COMMUNITY DEVELOPMENT AGENCY AND YOLO FEDERAL CREDIT UNION

WHEREAS, in May 2009, the Winters CDA ("Redevelopment Agency") purchased the Grant Avenue lot on the south side of Grant Avenue between East Street and Morgan Street formerly known as Granite Bay Commercial (APNs: 003-370-028, 029 and 030); and

WHEREAS, in March 2011, the City Council adopted Resolution 2011-15 approving a Purchase and Sale Agreement with the Winters CDA with respect to the property. The Resolution laid out the findings for the transfer of this property in consideration of the debt owed to the City by the Winters CDA; and

WHEREAS, at the October 16, 2012 City Council meeting, the City Council authorized the City Manager to execute a Purchase and Sale Agreement ("Agreement") with YFCU for commercial development on a portion of the property (the "Site"), consistent with the original intent of the acquisition. The Agreement allowed for up to 150 days from the opening of escrow (1/16/2013) for YFCU to complete their due diligence review, and 180 days for the close of escrow, with the purchase to be completed by July 14, 2013. Subsequently, the City Council approved a request for the Agreement to be extended by an additional 90 days; and

WHEREAS, On May 13, 2013, the California State Controller issued a determination that the March 2011 property transfer was an unallowable transfer based on Health and Safety Code 34167.5, and ordered the City of Winters to reverse the transfer of that property and certain other real property assets; and

WHEREAS, Health and Safety Code Section 34191.5(b) requires the Successor Agency to submit the Property Management Plan to the Successor Agency's oversight board and the Department of Finance for approval no later than six months following the issuance to the Successor Agency of the finding of completion pursuant to Health and Safety Code Section 34179.7; and

WHEREAS, the Successor Agency, upon receiving a Finding of Completion from the Department of Finance, prepared and approved a Property Management Plan ("PMP") and the Purchase and Sale Agreement ("P&S") with Yolo Federal Credit Union ("YFCU") at the July 2, 2103 Council meeting. The PMP and YFCU P&S agreement then went to the Oversight Board for approval on July 8, 2103. The PMP and YFCU P&S agreement was submitted to the Department of Finance on July 8, 2013; and

WHEREAS, on July 18, 2013, the City received a call from the Department of Finance indicating that if the P&S agreements were executed by the Successor Agency, the sales proceeds would go directly to the Redevelopment Property Tax Trust Fund ("RPTTF"); and

WHEREAS, the City, Successor Agency and YFCU have prepared an Assignment and Second Addendum to the P&S Agreement ("Second Addendum") to provide for the assignment of the P&S Agreement to the Successor Agency, extend certain deadlines in the P&S Agreement, and make certain other clarifying changes relating thereto; and

WHEREAS, all other legal prerequisites to the adoption of this Resolution have occurred.

NOW, THEREFORE, THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE FORMER WINTERS COMMUNITY DEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

Section 1. **Recitals.** The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

Section 2. **CEQA Compliance.** The Oversight Board of the Successor Agency to the dissolved Winters Community Development Agency determines that approval of the proposed Second Addendum does not qualify as a project for purposes of the California Environmental Quality Act. The City Clerk is authorized and directed to file, on behalf of the Successor Agency, a Notice of Exemption with the appropriate official of the County of Yolo, California, within five (5) days following the date of adoption of this Resolution.

Section 3. **Approval of Second Addendum.** The Oversight Board of the Successor Agency hereby approves the Assignment and Second Addendum to Real Property Purchase And Sale Agreement and Joint Escrow Instructions by and between the City of Winters, Successor Agency to the Dissolved Winters Community Development Agency and Yolo Federal Credit Union, in substantially the form currently on file with the City Clerk.

Section 4. **Authorization to Take Action.** The Oversight Board of the Successor Agency to the dissolved Winters Community Development Agency hereby authorizes and directs the City Manager to take all actions and do all things required by or necessary and proper to perform and carry out the proposed Purchase and Sale Agreement, as amended by the Second Addendum, including without limitation the sale of the Site to Yolo Federal Credit Union pursuant to the P&S Agreement, and to execute and deliver all certifications agreements and other documents necessary or required under the Purchase and Sale Agreement, as amended by the Second Addendum to effectuate sale of the Site to YFCU. Furthermore, the City Manager is hereby authorized and directed to take any action necessary to carry out the purposes of this Resolution and comply with applicable law regarding including submitting the Purchase and Sale Agreement to the Department of Finance for approval.

Section 5. **Certification.** The City Clerk shall certify to the adoption of this Resolution.

Section 6. **Effectiveness.** This Resolution shall take effect immediately upon its adoption.

PASSED, APPROVED AND ADOPTED at a regular meeting of the Oversight Board of the Successor Agency to the dissolved Winters Community Development Agency on the 26th day of August, 2013, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

_____
Larry Justus, Chair

ATTEST:

_____
Secretary

CITY OF WINTERS
california
Est. 1875

OVERSIGHT BOARD FOR THE CITY OF WINTERS AS SUCCESSOR AGENCY TO THE WINTERS COMMUNITY DEVELOPMENT AGENCY

TO: Honorable Chairperson and Members of the Oversight Board of the Successor Agency to the Dissolved Winters Community Development Agency.

DATE: August 26, 2013

THROUGH: John W. Donlevy, Jr., City Manager

FROM: Shelly A. Gunby, Director of Financial Management

SUBJECT: Consideration of Resolution 2013-12 of the Oversight Board to the Dissolved Winters Community Development Agency adopting a Recognized Obligation Payment Schedule pursuant to AB1X 26.

RECOMMENDATION:

That the Oversight Board to the Dissolved Winters Community Development Agency adopt the attached Resolution adopting a Recognized Obligation Payment Schedule in compliance with AB1X 26

SUMMARY:

In accordance with Health and Safety Code Section 34177, added by Assembly Bill 1X 26, the City of Winters as Successor Agency to the Winters Community Development Agency ("Agency") is required to adopt a Recognized Obligation Payment Schedule (ROPS) for each 6 month period beginning January 2012. AB1484 passed on June 27, 2012 requires that the January 1, 2014 through June 30, 2014 ROPS (ROPS 13-14B) be submitted to the Yolo County Auditor, the Department of Finance and the State Controller's office by October 1, 2013.

DISCUSSION

AB 1X 26 suspended all new redevelopment activities and incurrence of indebtedness by terminating virtually all otherwise legal functions of the Agency and mandating a liquidation of any assets for the benefit of local taxing agencies. Some debts are allowed to be repaid, but any such remittances are to be managed by a successor agency, that would function primarily as a debt repayment administrator. The successor agency cannot continue or initiate any new redevelopment projects or programs. The activities of the successor agency will be overseen by an oversight board, comprised primarily of representatives of other taxing agencies, until such time as the remaining debts of the former redevelopment agency are paid off, all Agency assets liquidated

and all property taxes are redirected to local taxing agencies.

Under Health and Safety Code Section 34177, the ROPS must list all of the "enforceable obligations" of the Agency, and must be certified by an independent external auditor and is subject to approval by the Department of Finance, The State Controller and must be posted on the successor agency's website. "Recognized obligations" include: bonds; loans legally required to be repaid pursuant to a payment schedule with mandatory repayment terms; payments required by the federal government, preexisting obligations to the state or obligations imposed by state law; judgments, settlements or binding arbitration decisions that bind the agency; legally binding and enforceable agreements or contracts; and contracts or agreements necessary for the continued administration or operation of the agency, including agreements to purchase or rent office space, equipment and supplies.

FISCAL IMPACT:
Without the approved ROPS, the City, as successor agency would not be able to pay the obligations of the former redevelopment agency, including making debt service payments on the 2004 and 2007 tax allocation bonds.

ATTACHMENTS:
Recognized Obligations Payment Schedule (ROPS 13-14B)
Resolution OB-2013-12

RESOLUTION OB-2013-12

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE DISSOLVED COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS, APPROVING A RECOGNIZED OBLIGATION PAYMENT SCHEDULE FOR THE PERIOD JANUARY 1, 2014 THROUGH JUNE 30, 2014.

WHEREAS, pursuant to Health and Safety Code section 34173(d), the City of Winters ("RDA Successor Agency") is the successor agency to the dissolved Community Development Agency of the City of Winters ("Agency"), confirmed by Resolution 2012-02 adopted on January 17, 2012; and

WHEREAS, Health and Safety Code section 34179(a) provides that each successor agency shall have an oversight board composed of seven members; and

WHEREAS, The Department of Finance requires the Recognized Obligation Payment Schedule (ROPS 13-14B) for the period January 1, 2014 through June 30, 2014 be adopted and submitted by October 1, 2013.

NOW, THEREFORE BE IT RESOLVED that the Oversight Board hereby approves and adopts the ROPS as attached to this Resolution as Exhibit A.

PASSED AND ADOPTED this 26th Day of August 2013 by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

_____

Larry Justus, Chairperson

ATTEST:

_____

John W. Donlevy, Jr. Oversight Board Secretary

Recognized Obligation Payment Schedule (ROPS 13-14B) - Summary

Filed for the January 1, 2014 through June 30, 2014 Period

Name of Successor Agency: Winters

Name of County: Yolo

	Current Period Requested Funding for Outstanding Debt or Obligation	Six-Month Total
A	**Enforceable Obligations Funded with Non-Redevelopment Property Tax Trust Fund (RPTTF) Funding Sources (B+C+D):**	**$ 1,154,000**
B	Bond Proceeds Funding (ROPS Detail)	1,144,010
C	Reserve Balance Funding (ROPS Detail)	-
D	Other Funding (ROPS Detail)	9,990
E	**Enforceable Obligations Funded with RPTTF Funding (F+G):**	**$ 755,161**
F	Non-Administrative Costs (ROPS Detail)	505,161
G	Administrative Costs (ROPS Detail)	250,000
H	**Current Period Enforceable Obligations (A+E):**	**$ 1,909,161**

	Successor Agency Self-Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
I	Enforceable Obligations funded with RPTTF (E):	755,161
J	Less Prior Period Adjustment (Report of Prior Period Adjustments Column U)	(4,129)
K	**Adjusted Current Period RPTTF Requested Funding (I-J)**	**$ 751,032**

	County Auditor Controller Reported Prior Period Adjustment to Current Period RPTTF Requested Funding	
L	**Enforceable Obligations funded with RPTTF (E):**	755,161
M	**Less Prior Period Adjustment (Report of Prior Period Adjustments Column AB)**	-
N	**Adjusted Current Period RPTTF Requested Funding (L-M)**	755,161

Certification of Oversight Board Chairman:
Pursuant to Section 34177(m) of the Health and Safety code, I hereby certify that the above is a true and accurate Recognized Obligation Payment Schedule for the above named agency.

Larry Justus — Chair

Name — Title

/s/

Signature — Date

Recognized Obligation Payment Schedule (ROPS) 13-14B - Report of Fund Balances

(Report Amounts in Whole Dollars)

Pursuant to Health and Safety Code section 34177(l), Redevelopment Property Tax Trust Fund (RPTTF) may be listed as a source of payment on the ROPS, but only to the extent no other funding source is available or when payment from property tax revenues is required by an enforceable obligation

A	B	C	D	E	F	G	H	I	J	K
		Fund Sources								
		Bond Proceeds		Reserve Balance		Other	RPTTF			
	Fund Balance Information by ROPS Period	Bonds Issued on or before 12/31/10	Bonds Issued on or after 01/01/11	Review balances retained for approved enforceable obligations	RPTTF balances retained for bond reserves	Rent, Grants, Interest, Etc.	Non-Admin	Admin	Total	Comments
ROPS III Actuals (01/01/13 - 6/30/13)										
1	**Beginning Available Fund Balance (Actual 01/01/13)** Note that for the RPTTF, 1 + 2 should tie to columns L and Q in the Report of Prior Period Adjustments (PPAs)	1,155,323		-	-	-	1	-	$ 1,155,324	$1,144,010 is restricted for housing activities per bond documents
2	**Revenue/Income (Actual 06/30/13)** Note that the RPTTF amounts should tie to the ROPS III distributions from the County Auditor-Controller				255,217	24,792	1,097,497		$ 1,377,507	
3	**Expenditures for ROPS III Enforceable Obligations (Actual 06/30/13)** Note that for the RPTTF, 3 + 4 should tie to columns N and S in the Report of PPAs						631,855		$ 631,855	
4	**Retention of Available Fund Balance (Actual 06/30/13)** Note that the Non-Admin RPTTF amount should only include the retention of reserves for debt service approved in ROPS III				4,129		4,129		$ 8,258	
5	**ROPS III RPTTF Prior Period Adjustment** Note that the net Non-Admin and Admin RPTTF amounts should tie to columns O and T in the Report of PPAs.	No entry required					4,129	-	$ 4,129	
6	**Ending Actual Available Fund Balance (1 + 2 - 3 - 4 - 5)**	$ 1,155,323	$ -	$ -	$ 251,088	$ 24,792	$ 461,514	$ -	$ 1,888,588	
ROPS 13-14A Estimate (07/01/13 - 12/31/13)										
7	**Beginning Available Fund Balance (Actual 07/01/13) (C, D, E, G, and I = 4 + 6, F = H4 + F6, and H = 5 + 6)**	$ 1,155,323	$ -	$ -	$ 255,217	$ 24,792	$ 465,643	$ -	$ 1,900,975	
8	**Revenue/Income (Estimate 12/31/13)** Note that the RPTTF amounts should tie to the ROPS 13-14A distributions from the County Auditor-Controller					146,268			$ 146,268	Yolo County has been contacted for implementation of the subordination agreement for the pass through payments to provide additional funding to pay the debt service on 9/1/13
9	**Expenditures for 13-14A Enforceable Obligations (Estimate 12/31/13)**				255,217	171,060	465,642		$ 891,919	
10	**Retention of Available Fund Balance (Estimate 12/31/13)** Note that the RPTTF amounts may include the retention of reserves for debt service approved in ROPS 13-14A								$ -	
11	**Ending Estimated Available Fund Balance (7 + 8 - 9 -10)**	$ 1,155,323	$ -	$ -	$ -	$ 0	$ 1	$ -	$ 1,155,324	

Recognized Obligation Payment Schedule (ROPS) 13-14B - ROPS Detail
January 1, 2014 through June 30, 2014
(Report Amounts in Whole Dollars)

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P
										Funding Source					
										Non-Redevelopment Property Tax Trust Fund (Non-RPTTF)			RPTTF		
Item #	Project Name / Debt Obligation	Obligation Type	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Retired	Bond Proceeds	Reserve Balance	Other Funds	Non-Admin	Admin	Six-Month Total
								$ 28,294,355		$ 1,144,010	$ -	$ 9,990	$ 505,161	$ 250,000	$ 1,909,160
1	2004 Tax Allocation Bonds	Bonds Issued On or Before 12/31/10	2/27/2004	2/4/2034	Bank of New York	Bond issue to fund non-housing projects	CDA Project Area	3,832,087	N			9,990	91,326	-	$ 101,315
2	2004 Tax Allocation Bonds	Bonds Issued On or Before 12/31/10	2/27/2004	2/27/2034	Bank of New York	Bond issue to fund housing projects	CDA Project Area	4,245,925	N				99,605	-	$ 99,605
3	2007 Tax Allocation Bonds	Bonds Issued On or Before 12/31/10	5/31/2007	5/31/2037	Bank of New York	Bond issue to fund non-housing projects	CDA Project Area	15,945,526	N				250,695	-	$ 250,695
4	2007 Tax Allocation Bonds	Bonds Issued On or Before 12/31/10	5/31/2007	5/31/2037	Bank of New York	Bond issue to fund housing projects	CDA Project Area	2,839,835	N				41,235	-	$ 41,235
5	Loan Due City of Winters	SERAF/ERAF	5/10/2010	6/30/2015	City of Winters	Loan Due for 2010 SERAF	CDA Project Area		N						$ -
6	Winters Opera House Lease	Business Incentive Agreements	9/2/2005	8/31/2015	Winters Opera House	Palm Playhouse Rent Subsidy	CDA Project Area	30,072	N				15,400		$ 15,400
7	Winters Opera House Lease	Business Incentive Agreements	1/28/2009		Winters Opera House	Rent Agreement for the Winters Visitor Center	CDA Project Area	-	Y						$ -
8	Visitor Center Funding	Business Incentive Agreements	2/1/2011		Winters Chamber of Commerce	Winters Visitor Center Operations Funding	CDA Project Area	-	N						$ -
9	Trustee Services	Professional Services	3/9/2004	8/31/2034	Bank of New York	Trustee Services 2004 Tax Allocation Bonds	CDA Project Area	1,700	N				1,700		$ 1,700
10	Trustee Services	Professional Services	6/1/2007	8/31/2037	Bank of New York	Trustee Services 2007 Tax Allocation Bonds	CDA Project Area	1,700	N				1,700		$ 1,700
11	Continuing Disclosure Services	Professional Services	8/15/2005	8/31/2034	Urban Futures, Inc	Continuing Disclosure Reporting 2004 TABS	CDA Project Area	1,750	N				1,750		$ 1,750
12	Continuing Disclosure Services	Professional Services	8/15/2005	8/31/2037	Urban Futures, Inc	Continuing Disclosure Reporting 2007 TABS	CDA Project Area	1,750	N				1,750		$ 1,750
13	305 First Street	Business Incentive Agreements	6/20/2011		Ana's Housekeeping	Janitorial Services	CDA Project Area		Y						$ -
14	305 First Street	Business Incentive Agreements	12/14/2006		John Pickerel	Rental of Meeting Room	CDA Project Area		Y						$ -
15	Winters Cemetery District		6/4/1993		Winters Cemetery District	Miscalcusted pass through amounts (Civil Code Section 343)	CDA Project Area		N						$ -
16	Administration Allowance	Admin Costs			City of Winters	Successor Agency Allocated Expenditures	CDA Project Area	250,000	N					250,000	$ 250,000
17	Low Mod Income Housing Fund	Miscellaneous	6/4/1993	6/4/2023	Winters Housing Sucessor Agency	Funding for Low and Mod Income Housing	CDA Project Area		N						$ -
18	Housing	Bonds Issued On or Before 12/31/10	5/31/2007		Winters Housing Sucessor Agency	Funding for Low and Mod Income Housing	CDA Project Area	1,144,010	N	1,144,010					$ 1,144,010

Recognized Obligation Payment Schedule (ROPS) 13-14B - Report of Prior Period Adjustments
Reported for the ROPS III (January 1, 2013 through June 30, 2013) Period Pursuant to Health and Safety Code (HSC) section 34186 (a)
(Report Amounts in Whole Dollars)

ROPS III Successor Agency (SA) Self-reported Prior Period Adjustments (PPA). Pursuant to HSC Section 34186 (a), SAs are required to report the differences between their actual available funding and their actual expenditures for the ROPS III (July through December 2013) period. The amount of Redevelopment Property Tax Trust Fund (RPTTF) approved for the ROPS 13-14B (January through June 2014) period will be offset by the SA's self-reported ROPS III prior period adjustment. HSC Section 34186 (a) also specifies that the prior period adjustments self-reported by SAs are subject to audit by the county auditor-controller (CAC) and the State Controller.

ROPS III CAC PPA: To be completed by the CAC upon submittal of the ROPS 13-14B by the SA to Finance and the CAC.

A	B	C	D	E	F	G	H	I	J	K	L	M	N	O	P	Q	R	S	T	U	V	W	X	Y	Z	AA	AB
		Non-RPTTF Expenditures								RPTTF Expenditures																		
		LMIHF (Includes LMIHF Due Diligence Review (DDR) retained balances)		Bond Proceeds		Reserve Balance (Includes Other Funds and Asset DDR retained balances)		Other Funds		Non-Admin					Admin						Net SA Non-Admin and Admin PPA	Non-Admin CAC			Admin CAC			Net CAC Non-Admin and Admin PPA
Item #	Project Name / Debt Obligation	Authorized	Actual	Authorized	Actual	Authorized	Actual	Authorized	Actual	Authorized	Available RPTTF (ROPS III distributed + all other available as of 1/1/13)	Net Lesser of Authorized / Available	Actual	Difference (If M is less than N, the difference is zero)	Authorized	Available RPTTF (ROPS III distributed + all other available as of 1/1/13)	Net Lesser of Authorized / Available	Actual	Difference (If R is less than S, the difference is zero)	Net Difference (Amount Used to Offset ROPS 13-14B Requested RPTTF (O + T))	Net Lesser of Authorized / Available	Actual	Difference (If V is less than W, the difference is zero)	Net Lesser of Authorized / Available	Actual	Difference (If Y is less than Z, the difference is zero)	Net Difference (Amount Used to Offset ROPS 13-14B Requested RPTTF (X + AA))
		$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ 891,548	$ 831,868	$ 831,868	$ 831,868	$ 4,128	$ 124,000	$ -	$ -	$ -	$ -	$ 4,128	$ -	$ -	$ -	$ -	$ -	$ -	$ -
1	2004 Tax Allocation Bonds									218,825	218,825	$ 218,825	218,825	$ -			$ -		$ -	$ -			$ -			$ -	$ -
2	2004 Tax Allocation Bonds									142,085	132,934	$ 132,934	132,934	$ -			$ -		$ -	$ -			$ -			$ -	$ -
3	2007 Tax Allocation Bonds									458,295	218,296	$ 218,296	218,925	$ -			$ -		$ -	$ -			$ -			$ -	$ -
4	2007 Tax Allocation Bonds									44,235	34,835	$ 34,835	37,285	$ -			$ -		$ -	$ -			$ -			$ -	$ -
5	Loan Due City of Winters										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
6	Winters Opera House Lease									15,036	15,036	$ 15,036	15,285	$ -			$ -		$ -	$ -			$ -			$ -	$ -
7	Winters Opera House Lease										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
8	Visitor Center Funding										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
9	Trustee Services									3,700	1,700	$ 1,700	1,700	$ -			$ -		$ -	$ -			$ -			$ -	$ -
10	Trustee Services									1,700	1,700	$ 1,700	1,700	$ -			$ -		$ -	$ -			$ -			$ -	$ -
11	Continuing Disclosure Services									1,750	1,750	$ 1,750	-	$ 1,750			$ -		$ -	$ 1,750			$ -			$ -	$ -
12	Continuing Disclosure Services									1,750	1,750	$ 1,750	-	$ 1,750			$ -		$ -	$ 1,750			$ -			$ -	$ -
13	305 First Street									300	300	$ 300	-	$ 300			$ -		$ -	$ 300			$ -			$ -	$ -
14	305 First Street										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
15	Winters Cemetery District										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
16	Administration Allowance										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
17	314 Railroad Ave										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
18	305 First STreet									5,980	5,530	$ 5,530	5,201	$ 329			$ -		$ -	$ 329			$ -			$ -	$ -
19	Auditing										-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
20	Administration Allowance										-	$ -		$ -	124,000		$ -		$ -	$ -			$ -			$ -	$ -
											-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -
											-	$ -		$ -			$ -		$ -	$ -			$ -			$ -	$ -