



CITY OF FIREBAUGH

OVERSIGHT BOARD FOR SUCCESSOR AGENCY TO THE CITY OF FIREBAUGH REDEVELOPMENT AGENCY MEETING AGENDA

Location of Meeting: Firebaugh Community Center
1655 13th, Firebaugh, CA 93622

Date/Time: June 19, 2014/11:00 a.m.

CALL TO ORDER

ROLL CALL

Ken McDonald, Employee of Former RDA (City) Representative
Elsa Lopez, County Board of Supervisor Representative
Craig Knight, County Board of Supervisor Representative
Jack Minnite, City of Firebaugh Mayor's Appointed Representative
Becky Cline, Special District Representative
Russell Freitas, County Superintendent of Schools Representative
Ken Stoppenbrink, Chancellor of Ca Community College Representative

PLEDGE OF ALLEGIANCE

CONSENT CALENDAR

1. **APPROVAL OF MINUTES – The Oversight Board meeting on May 15, 2014.**

BUSINESS ITEMS

2. **RESOLUTION NO. OB 14-10 - A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE FIREBAUGH REDEVELOPMENT AGENCY APPROVING THE ISSUANCE OF A REQUEST FOR PROPOSALS.**

Recommended Action:

Oversight Board approves resolution OB 14-10.

3. **RESOLUTION NO. OB 14-11 - A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE FIREBAUGH REDEVELOPMENT AGENCY APPROVING A CONTRACT WITH A. M. PECHÉ & ASSOCIATES LLC TO PROVIDE DISCLOSURE REPORTING SERVICES FOR THE 2014 DIRECT PLACEMENT SERIES A AND B BONDS.**

4.

Recommended Action:

Oversight Board approves resolution OB 14-11.

5. **RESULTS OF THE REFINANCING OF THE SUCCESSOR AGENCY'S OBLIGATIONS WITH RESPECT TO THE FIREBAUGH REDEVELOPMENT AGENCY TAX ALLOCATION BONDS. 2005 SERIES A AND SERIES B (TAXABLE).**

Recommended Action:

Informational Item only.

ADJOURNMENT

Certification of posting the Agenda

I declare under penalty of perjury that I am employed by the City of Firebaugh and that I posted this agenda on the bulletin boards at City Hall, June 13, 2014 at 5:00 p.m. by Rita Lozano, Deputy City Clerk.



CITY OF FIREBAUGH

OVERSIGHT BOARD FOR SUCCESSOR AGENCY TO THE CITY OF FIREBAUGH REDEVELOPMENT AGENCY

MEETING MINUTES

Location of Meeting: Firebaugh City Hall, Conference Room
11133 "P" Street, Firebaugh, CA 93622

Date/Time: May 15, 2014/11:00 a.m.

CALL TO ORDER Meeting called to order at 11:10 a.m.

ROLL CALL - PRESENT: Becky Cline, Special District Representative
Jack Minnite, City of Firebaugh Mayor's Appointed Representative
Ken Stoppenbrink, Chancellor of CA Community College Representative
Kenneth McDonald, City Manager
Craig Knight, County Board of Supervisor Representative
Elsa Lopez, County Board of Supervisor Representative

ABSENT: Russell Freitas, County Superintendent of Schools Representative

PLEDGE OF ALLEGIANCE: *Pledge of Allegiance was led by Board Member Cline.*

CONSENT CALENDAR

1. APPROVAL OF MINUTES – The Oversight Board meeting on March 30, 2014.

Motion to approve the minutes by Board Member Minnite, second by Board Member McDonald, motion passed by 6-0 roll-call vote.

BUSINESS ITEMS

2. RESOLUTION NO. OB 14-07 - A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY AUTHORIZING THE SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY TO ENTER INTO A LOAN AGREEMENT WITH THE CITY OF FIREBAUGH IN THE AMOUNT OF \$25,000.

Motion to approve Resolution No OB 14-07 by Board Member Minnite, second by Board Member Stoppenbrink, motion passed by 6-0 roll-call vote.

3. RESOLUTION NO. OB 14-08 - A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO CITY OF FIREBAUGH REDEVELOPMENT AGENCY APPROVING PROPERTY DISPOSITION PROCEDURES FOR FORMER REDEVELOPMENT AGENCY REAL PROPERTY ASSETS.

Motion to approve Resolution No OB 14-08 by Board Member Stoppenbrink, second by Board Member Minnite, motion passed by 6-0 roll-call vote.

4. RESOLUTION NO. OB 14-09 - A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY APPROVING THE ISSUANCE OF TAX ALLOCATION REFUNDING BONDS OF THE SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY TO REFUND BONDS OF THE FORMER FIREBAUGH REDEVELOPMENT AGENCY, AND APPROVING RELATED ACTIONS OF THE SUCCESSOR AGENCY.

Motion to approve Resolution No OB 14-09 by Board Member Minnite, second by Board Member Knight, motion passed by 6-0 roll-call vote.

ADJOURNMENT

Motion to adjourn by Board Member Minnite second by Knight, motion passed by 6-0 roll-call vote, meeting adjourned at 11:42 a.m.



STAFF REPORT

TO: Oversight Board

FROM: Kenneth McDonald, City Manager *KM*

DATE: June 19, 2014

SUBJECT: Request for Proposals for P Street Properties

RECOMMENDATION

Approve the Request for Proposals and Direct the Firebaugh Successor Agency to Post the Request for Proposals on the City's Website, Transmit it to Interested Parties, and Take Any Other Action Necessary to Publicize the Document.

BACKGROUND AND OVERVIEW:

Assembly Bill ("AB") x1 26, amended by AB 1484 and codified in the California Health & Safety Code ("H&SC") requires successor agencies to prepare a Long-Range Property Management Plan ("LRPMP") that addresses the disposition and use of the real properties of the former redevelopment agency. The Firebaugh Successor Agency ("Successor Agency") prepared an LRPMP, which was approved by this Board on September 19, 2013 and by the Department of Finance ("DOF") on February 10, 2014. In the LRPMP, the Successor Agency identified two adjacent properties on P Street to be sold. The Successor Agency would like to issue a Request for Proposals to solicit offers and plans to purchase and redevelop the P Street Properties.

ANALYSIS:

The P Street Properties, also known as Assessor's Parcel Numbers 008-075-11 and 008-075-03, were listed on the Successor Agency's LRPMP as properties to be sold. The proceeds from that sale would go to the taxing entities. The Successor Agency has received two offers to purchase the P Street Properties since the LRPMP was approved by DOF. In order to fulfill their obligations under the Property Disposition Procedures, which were approved by the Successor Agency Board and Oversight Board, and to give all interested parties a fair opportunity to purchase and redevelop the P Street Properties, the Successor Agency would like to issue an RFP. The RFP would be posted on the City's website and sent directly to parties that have expressed interest in the P Street Properties. The Successor Agency could also pursue other avenues for publicizing the RFP should it choose to do so. All proposals must be submitted by July 31, 2014, at which time Successor Agency Staff, the Successor Agency Board, and the Oversight Board can evaluate the proposals pursuant to the process outlined in the Disposition Procedures. Ultimately, the Oversight Board will select one proposal, which will be sent to DOF for final approval. After DOF approval, a sale with the chosen party can be pursued.

On February 10, 2014, DOF approved the LRPMP including the plan to sell the P Street Properties. The Oversight Board can now approve the RFP for disposition and development of the P Street Properties and authorize the Successor Agency to post the RFP on the City's website, transmit it directly to interested parties, and publicize the RFP by any other method deemed necessary.

FISCAL IMPACT:

Proceeds from the sale of the P Street Properties will be distributed to the taxing entities through the Recognized Obligation Payment Schedule Process.

ATTACHMENTS:

Oversight Board Resolution Approving the Issuance of a Request for Proposals

RESOLUTION NO. OB 14-10

**A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR
AGENCY OF THE FIREBAUGH REDEVELOPMENT AGENCY
APPROVING THE ISSUANCE OF A REQUEST FOR PROPOSALS**

WHEREAS, the Oversight Board of the Successor Agency to the Firebaugh Redevelopment Agency ("Oversight Board") has been established to direct the Successor Agency to the Firebaugh Redevelopment Agency ("Successor Agency") to take certain actions to wind down the affairs of the Redevelopment Agency in accordance with the California Health and Safety Code; and

WHEREAS, among the duties of successor agencies under the Dissolution Act is the preparation of a long-range property management plan that addresses the disposition and use of the real properties of the former redevelopment agency for consideration by a local oversight board and California Department of Finance ("DOF"); and

WHEREAS, the Long-Range Property Management Plan for the Firebaugh Successor Agency was approved by the Oversight Board on September 19, 2013 and by DOF on February 10, 2014; and

WHEREAS, the Long-Range Property Management Plan identified two adjacent properties located on "P" Street known as Assessor Parcel Numbers 008-075-11 and 008-075-03 (collectively the "P Street Properties") as assets of the Successor Agency that the Successor Agency wishes to sell; and

WHEREAS, the Successor Agency desires to issue a Request for Proposals ("RFP") to solicit offers and plans for the disposition and development of the P Street Properties; and

WHEREAS, the Successor Agency drafted the RFP (included herewith as Exhibit A) using the Property Disposition Procedures adopted by the Successor Agency Board and Oversight Board as a guide; and

WHEREAS, the Oversight Board desires to approve the RFP and authorize the Successor Agency to post the RFP on the City's website, send it directly to interested parties, and take any other necessary actions to publicize the RFP.

**NOW, THEREFORE, THE OVERSIGHT BOARD TO THE SUCCESSOR
AGENCY OF THE FIREBAUGH REDEVELOPMENT AGENCY DOES HEREBY
RESOLVE AS FOLLOWS:**

SECTION 1. The Recitals set forth above are true and correct and incorporated herein by reference.

SECTION 2. In order to progress with selling the P Street Properties, the Successor Agency wishes to issue a Request for Proposals.

SECTION 3. The Oversight Board hereby approves the Request for Proposals in substantially the form included hereto at Exhibit A.

SECTION 4. The Oversight Board hereby authorizes the Successor Agency to post the Request for Proposals on the City's website, transmit it directly to interested parties, and take any other necessary actions to publicize the document.

SECTION 5. The Oversight Board Secretary shall certify to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED at a regular meeting of the Oversight Board to the Successor Agency of the City of Firebaugh Redevelopment Agency held this 19th day of June, 2014 by the following vote, to wit:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chairperson Oversight Board

ATTEST:

Oversight Board Secretary

EXHIBIT A

REQUEST FOR PROPOSALS FOR P STREET PROPERTIES

REQUEST FOR PROPOSALS

FIREBAUGH PROPERTY PURCHASE AND REDEVELOPMENT

1264 AND 1268 P STREET

SUCCESSOR AGENCY
CITY OF FIREBAUGH
1133 "P" ST.
FIREBAUGH, CA 93622

CONTACT:
KENNETH MCDONALD
CITY MANAGER
PHONE: (559) 659-2043
EMAIL: CITYMANAGER@CI.FIREBAUGH.CA.US

1264 AND 1268 P STREET RFP

INTRODUCTION

The Firebaugh Successor Agency ("Agency") is inviting proposals from a qualified Bidder or Bidders ("Bidder") to purchase and redevelop an approximately 0.83-acre Site located in the City of Firebaugh on P Street between 13th Street and 12th Street ("Site") (shown in Exhibit 1 on following page). The former Redevelopment Agency of the City of Firebaugh owned the property until the Redevelopment Agency was dissolved pursuant to Assembly Billx1 26 (ABx1 26"). The Agency is now responsible for disposing of the property, which was included in the Agency's Long Range Property Management Plan ("LRPMP").

DUE DATE

PROPOSALS (1 COPY – MAILED OR EMAILED) ARE DUE BY **THURSDAY, JULY 31, 2014** AT 5 PM

ALL PROPOSALS SHALL BE ADDRESSED TO:

Kenneth McDonald
City Manager
City of Firebaugh
1133 "P" St.
Firebaugh, CA 93622
Phone: (559) 659-2043
Email: citymanager@ci.firebaugh.ca.us

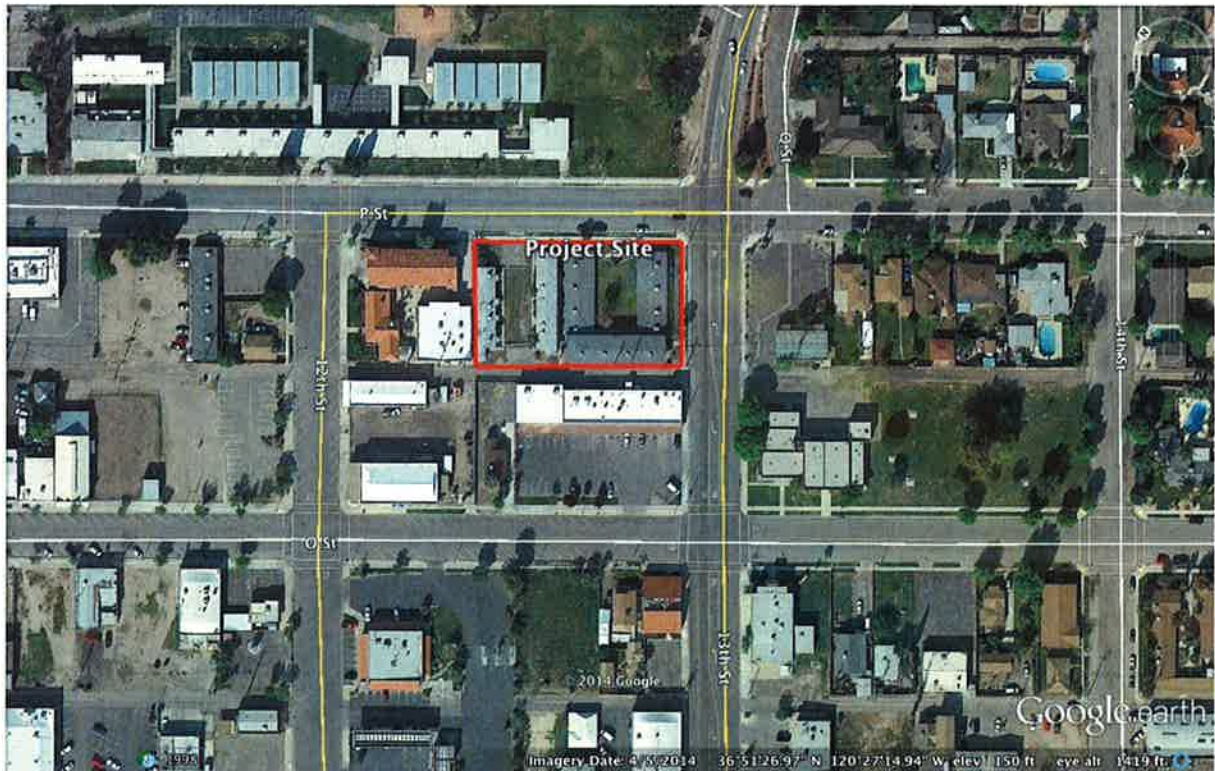
QUESTIONS

Questions regarding this RFP and/or the improvements shall be submitted in writing to:

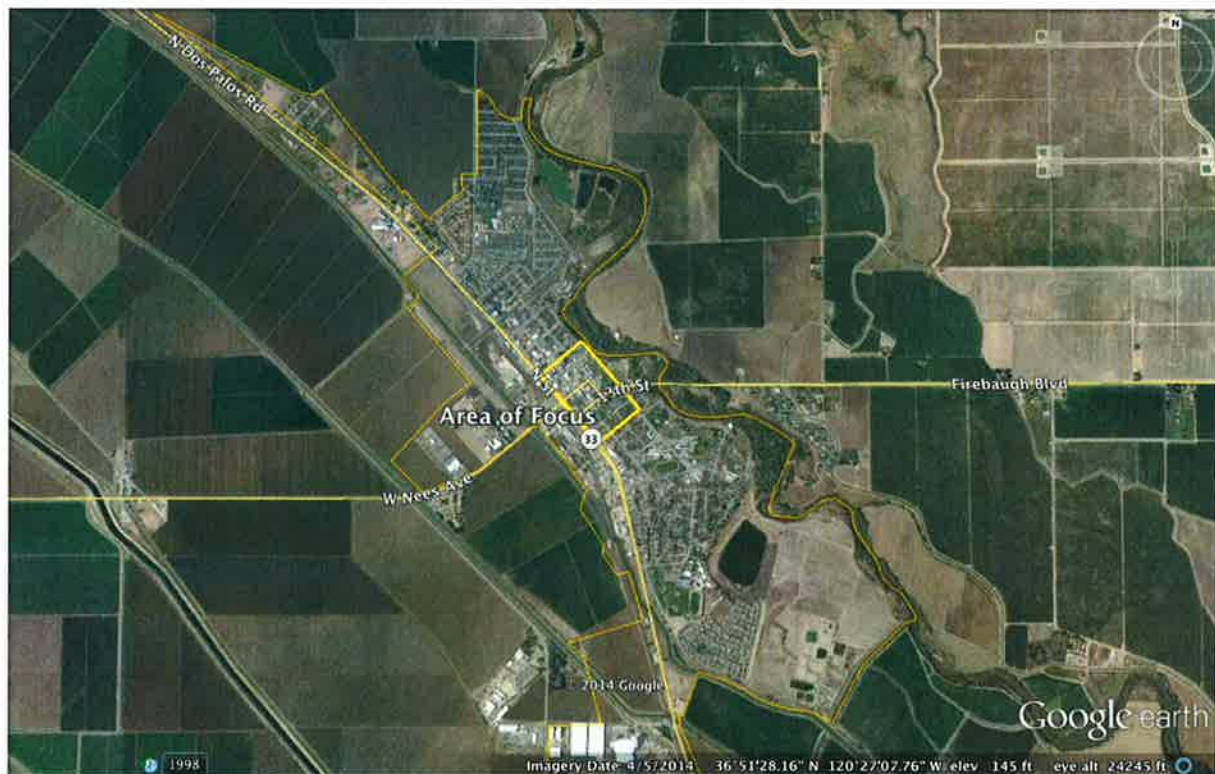
Tara Matthews
Successor Agency Consultant
Rosenow-Spevacek Group, Inc
309 West 4th St
Santa Ana, CA 92701
Phone: 714-316-2111
Email: tmatthews@webrsg.com

EXHIBIT 1

Project Site



Location Map



PROJECT REQUIREMENTS

The Agency is seeking proposals to redevelop the Site into a project that ideally meets the following criteria (not listed in any particular order):

- 1) Provides an economic benefit to the City, Taxing Entities, and the Community;
- 2) Conforms with the City's 2030 General Plan;
- 3) Demonstrates good quality design and project concept;
- 4) Generates employment opportunities;
- 5) Demonstrates a high probability of completion in an expeditious timeframe; and
- 6) Has minimal environmental impacts.

BACKGROUND

Located in Fresno County, Firebaugh is a small, agricultural town approximately 43 miles west of the City of Fresno off Highway 33 and 18 miles east of Interstate 5. It is approximately 150 miles southeast of San Francisco and 305 miles north of Los Angeles. According to State Department of Finance ("DOF") estimates, the City had a total of 7,777 residents and 1,768 housing units as of January 1, 2013.

The City is a general law city incorporated on December 17, 1914 and has grown from ferry crossing to a small agriculture based city. Before the railroad, the San Joaquin River was the major thoroughfare to upstream communities. The San Joaquin River played a major role in the settling of the Central Valley and Firebaugh is one of the oldest historical towns on the west side.

The Site is located within the former Firebaugh Redevelopment Project Area and was owned by the Redevelopment Agency. ABx1 26 amended by AB 1484 (collectively the "Dissolution Law") and codified in the California Health & Safety Code ("H&SC") dissolved redevelopment agencies in California as of February 1, 2012. Pursuant to Dissolution Law, all non-housing properties owned by the Redevelopment Agency transferred to the Successor Agency. The Successor Agency addressed the disposition of the subject property on its LRPMP, which was approved by DOF on February 10, 2014. The Successor Agency is now seeking a qualified Bidder to purchase and redevelop the property expeditiously and in a manner aimed at maximizing the value for the taxing entities, the Agency, and the City.

The former Redevelopment Agency purchased the property on March 18, 2010 consisting of Assessor Parcel Numbers 008-075-11 and 008-075-03 for a total cost of \$457,681. The Site was purchased to be developed as affordable housing; however, this plan was halted by dissolution of the Redevelopment Agency. The Site currently

contains two multi-family residential buildings. One building is condemned and completely vacant. The other building is in poor condition, but has two tenants paying a combined monthly rent of \$775.

The Site is currently zoned Medium Density Residential, which allows for a mix of single family and small-scale multi-family uses, including duplex, tri-plex, four-plex units and mobile home parks. Up to 10 units per acre are allowed with a maximum density of 35 persons per acre.

MATERIALS TO SUBMIT

The prospective Bidder shall submit 1 mailed to emailed copy of the Request for Proposals to the Agency.

The Agency reserves the right to reject any and all Proposals.

All submittals must include the following sections in the order enumerated below:

1. DESCRIPTION OF THE PROPOSED PROJECT

The Bidder shall provide the following information:

- a. Provide a description of proposed use for the Site including a general description of the overall design concept.
- b. Identify your vision for the Site and why it would be a good fit in the City of Firebaugh.
- c. Identify the end-user for the Project (ie. low income seniors, families, commercial tenants, etc).
- d. Identify any potentially significant environmental impacts that might be expected from construction of the Project, or that the completed Project would have on the surrounding community.
- e. Provide a description of how the Project conforms to the requirements, intent, goals and objectives of the City's General Plan, zoning, and other applicable federal, state and local laws, codes and regulations.

2. PURCHASE PRICE AND FINANICAL ASSISTANCE

The Bidder shall provide the following information:

- a. A purchase price offer and information supporting the offer.
- b. Identify the Bidder's financial capacity to undertake the project and ability to obtain financing both construction and permanent, and readiness to proceed.

- c. The estimated cost, if any, of City financial involvement, including the provision of City public services, subsidies, or public improvements required if the proposal is accepted.

3. TIMEFRAME

Completing the property sale and seeing the proposed Project come to fruition in a timely manner is especially important to the Agency. The Bidder shall provide the following information:

- a. Any proposed alterations to the terms and conditions of sale, including the timeframe for closing.
- b. The schedule for completion of the Project.

4. EXPLANATION OF ECONOMIC BENEFITS

Submittals to this RFP must demonstrate that the proposed Project will provide economic benefits to the City, the taxing entities, and the community in the short-term and long-term. The Bidder shall provide the following information:

- a. An estimate or explanation of the short-term and long-term economic benefits to the City, the taxing entities, and the community that can be reasonably expected to be achieved should the Project be selected.
- b. The employment opportunities that can be reasonably expected to result from the implementation of the proposal.

SELECTION PROCESS

All statements submitted in response to this RFP will be reviewed and evaluated by Agency Staff, the Agency Board, and the Oversight Board. Agency Staff and the Agency Board can make proposal recommendations to the Oversight Board. After Oversight Board approval, DOF must also approve the sale of the subject property prior to property disposition.

The selection process and Oversight Board approval is expected to take approximately three to four months as outlined below. DOF will also need time for review following Oversight Board approval. Please note the schedule may be altered at the Agency's discretion.

Activity	Date
RFP Issued	June 23, 2014
Submittals Due	July 31, 2014
Review of Submittals	August 2014
Oversight Board Approval	August/September 2014

SELECTION CRITERIA

Proposals will be evaluated on completeness, the proposed Project, the purchase price and need for financial assistance, timeframe for purchase and Project completion, conformity with the General Plan, and the economic benefits. The evaluation criteria and point scale are as follows:

Item	Criteria	Points
1	Completeness and conformity to the Request for Proposals (RFP)	5
2	<p>The Proposed Project</p> <ul style="list-style-type: none"> Proposed use and overall design concept Good fit for City End-user for the project Environmental impacts How well the Project conforms to the City's General Plan, zoning, and other applicable federal, state and local laws, codes and regulations. 	20
3	<p>Purchase Price and Financial Assistance:</p> <ul style="list-style-type: none"> Purchase price financial capacity of Bidder City financial involvement 	30
4	<p>Timeframe:</p> <ul style="list-style-type: none"> Timeframe for closing The schedule for completion 	15
6	<p>Economic Benefits:</p> <ul style="list-style-type: none"> Short-term and long-term economic benefits to the City, the taxing entities, and the community. Employment opportunities generated 	30
	TOTAL POINTS	100

SCOPE OF WORK & BIDDER RESPONSIBILITIES

Once approved by the Oversight Board and DOF, the Bidder will be responsible for purchasing the Site and implementing their proposed Project. A general description of the Bidder's responsibilities includes, but is not limited to, the list below:

- *Enter into Purchase and Sale Agreement.* Bidder will work with Agency and City staff and advisors to agree upon a final purchase price and define the terms and conditions of the sale and enter into a Purchase and Sale Agreement.
- *Refine Project.* Bidder will work with City and Agency staff to refine the proposed Project to ensure it meets the City and Agency's standards and expectations.
- *Construct Development.* The Bidder will construct the approved Project detailed in the Purchase and Sale Agreement. The selected Bidder will be required to comply with the California Government Code and all City codes, permits, and fees and all Federal and State requirements.

AGENCY RIGHTS AND OPTIONS

This solicitation does not commit the Agency to award a contract, to pay any cost incurred with preparation of the proposal, or to procure or contract for services or supplies. The Agency reserves the right to accept or reject any or all submittals received in response to this request, to negotiate with any qualified source, request additional documentation, or cancel in whole or part this process in its sole and absolute discretion. Subsequent to negotiations, prospective consultants may be required to submit revisions to their proposals. All person or entities responding to the Request for Proposals should note that any contract pursuant to this solicitation is dependent upon the recommendation of the Agency Board and approval by the Oversight Board and DOF.

The Agency reserves the right to postpone selection for its own convenience, to withdraw this Request for Proposals at any time, and to reject any and all submittals without indicating any reason for such rejection. As a function of the Request for Proposals process, the Agency reserves the right to remedy any technical errors in the response to the Request for Proposals and modify the published scope of services. The Agency reserves the right to request that specific personnel with specific expertise be added to the team, if the Agency determines that specific expertise is lacking in the project team. Proposals and other information will not be returned.

The Agency reserves the right to abandon the Request for Proposals process and/or change its procurement process for the contract at any time if it is determined that abandonment and/or change would be in the Agency's best interest.

The Agency will not be liable to any contractor for any costs or damage arising out of its response to the Request for Proposals.



STAFF REPORT

TO: Oversight Board of the Successor Agency to the Firebaugh Redevelopment Agency
FROM: Kenneth McDonald, City Manager *KM*
DATE: June 19, 2014
SUBJECT: Approval of Agreement with A. M. Peché & Associates LLC to provide Disclosure Reporting Services for the 2014 Direct Placement Series A and B Bonds

RECOMMENDATION:

Approval of attached Consulting Services Agreement from A. M. Peché & Associates LLC to consist of serving in the capacity of Disclosure Advisor for the Continuing Disclosure Program for the: Successor Agency to the Firebaugh Redevelopment Agency's 2014 Tax Allocation Bonds, Series A and B (Taxable) (the "2014 Bonds").

HISTORY / DISCUSSION:

The 2014 Bonds require annual Continuing Disclosure reports by the Successor Agency as part of the closing documents from these bonds of May 30, 2014. The Consultant, Albert Peché, has prepared Disclosure Reports for the 2009-10, 2010-11 and 2011-12 fiscal years under a previous fee agreement that was signed by the Firebaugh Redevelopment Agency on December 10, 2010. This Agreement will replace the prior agreement and commence with the 2013-14 Disclosure Report.

FISCAL IMPACT:

There will be a \$250 increase for the costs of the preparing the Disclosure Report for the 2014 Direct Placement Series A and B Bonds from the previous three year service period. The total will now be \$2,000 per year for the next 3 reports for 2013-14, 2014-15 and 2015-16.

RESOLUTION NO. OB 14-11

A RESOLUTION OF THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE FIREBAUGH REDEVELOPMENT AGENCY APPROVING A CONTRACT WITH A. M. PECHÉ & ASSOCIATES LLC TO PROVIDE DISCLOSURE REPORTING SERVICES FOR THE 2014 DIRECT PLACEMENT SERIES A AND B BONDS

WHEREAS, the Oversight Board of the Successor Agency to the Firebaugh Redevelopment Agency ("Oversight Board") has been established to direct the Successor Agency to the Firebaugh Redevelopment Agency ("Successor Agency") to take certain actions to wind down the affairs of the Redevelopment Agency in accordance with the California Health and Safety Code; and

WHEREAS, the Successor Agency desires to enter into a contract with A.M. Peché & Associates LLC to provide Disclosure Reporting Services for the 2014 Direct Placement Series A and B Bonds ("2014 Bonds") as detailed in the proposal attached as Exhibit "A" ("Peché & Associates Contract"); and

WHEREAS, pursuant to Health & Safety Code Section 34177(c), the Successor Agency is required to perform obligations required pursuant to any enforceable obligation; and

WHEREAS, the 2014 Bonds are an enforceable obligation of the Successor Agency; and

WHEREAS, the 2014 Bonds require annual reports with information listed under Section 3 "Provision of Annual Reports" of the Continuing Disclosure Agreement signed by the Successor Agency as part of the closing documents for these bonds on May 30, 2014; and

WHEREAS, Health & Safety Code Section 34177.3(b) states that successor agencies may create enforceable obligations to conduct the work of winding down the redevelopment agency, including acquiring necessary professional administrative services; and

WHEREAS, the Peché & Associates Contract will be listed on the Successor Agency's Recognized Obligation Payment Schedule ("ROPS") and funded with money from the Redevelopment Property Tax Trust Fund ("RPTTF"); and

WHEREAS, the Successor Agency approved the proposed Peché & Associates Contract on June 17, 2014; and

WHEREAS, the Oversight Board desires to approve the Peché & Associates Contract.

NOW, THEREFORE, THE OVERSIGHT BOARD TO THE SUCCESSOR AGENCY OF THE FIREBAUGH REDEVELOPMENT AGENCY DOES HEREBY RESOLVE AS FOLLOWS:

SECTION 1. The Peché & Associates Contract is hereby approved.

SECTION 2. The Oversight Board hereby authorizes the City Manager to take such other and further action consistent with this resolution and sign and transmit any documents, as necessary, in order to implement this Resolution on behalf of the Successor Agency.

SECTION 3. The Oversight Board Secretary shall certify to the adoption of this Resolution.

PASSED, APPROVED and ADOPTED at a regular meeting of the Oversight Board to the Successor Agency of the City of Firebaugh Redevelopment Agency held this 19th day of June, 2014 by the following vote, to wit:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chairperson Oversight Board

ATTEST:

Oversight Board Secretary

EXHIBIT "A"

**CONTRACT WITH A. M. PECHÉ & ASSOCIATES LLC TO PROVIDE DISCLOSURE
REPORTING SERVICES FOR THE 2014 DIRECT PLACEMENT SERIES A AND B
BONDS**

[Attached as a separate document]

CONSULTING SERVICES AGREEMENT

This **CONSULTING SERVICES AGREEMENT** (the "Agreement") is made and entered into as of the 16th day of June, 2014 ("Effective Date"), by and between the Successor Agency to the **Firebaugh Redevelopment Agency** (the "Successor Agency") and **A. M. Peché & Associates LLC** ("Consultant").

Upon the following terms and conditions of this Agreement, the Successor Agency desires to retain Consultant to perform the following:

1. PROFESSIONAL SERVICES.

Consultant will provide services under the terms and conditions of this Agreement. The services will consist of serving in the capacity of Disclosure Advisor for the Continuing Disclosure Program for the: Successor Agency to the Firebaugh Redevelopment Agency's 2014 Tax Allocation Bonds, Series A and B (Taxable) (the "2014 Bonds"). The 2014 Bonds require annual reports with information listed under Section 3 "Provision of Annual Reports" of the Continuing Disclosure Agreement signed by the Successor Agency as part of the closing documents for these bonds on May 30, 2014. The Consultant has prepared Disclosure Reports for the 2009-10, 2010-11 and 2011-12 fiscal years under a previous fee agreement that was signed by the Firebaugh Redevelopment Agency on December 10, 2010. This Agreement will replace the prior agreement and commence with the 2013-14 Disclosure Report. Services by the Consultant will commence on the Effective Date and will terminate as provided for in Section 4 of this Agreement.

2. INVOICING AND PAYMENT.

As sole compensation for the performance of the services, the Successor Agency will pay Consultant a fee of \$2,000.00 for each year plus approved costs and expenses. Expenses will include meals and travel costs for travel to the Successor Agency reimbursed at the current IRS mileage reimbursement rate. Telephone, phone, fax and miscellaneous expenses will be billed at a flat fee of \$50 per year. Consultant will invoice the Successor Agency on an annual basis. The Successor Agency will pay each such invoice no later than thirty (30) days after its receipt. Consultant will receive no royalty or other remuneration for the production or distribution of any products developed by the Successor Agency or by Consultant in connection with or based upon the services. Consultant will not be entitled to receive any vacation or illness payments, or to participate in any plans, arrangements, insurance or other similar benefits that the Successor Agency makes or may make available to the Successor Agency's employees.

3. OWNERSHIP OF WORK PRODUCT.

Consultant agrees that any and all ideas, designs, drawings, notes, computer programs, algorithms, documents, information, materials, improvements and inventions made, conceived, developed, created or first reduced to practice in the performance of the services under this Agreement shall be the sole and exclusive property of the Successor Agency (the "Work Product"). Consultant further agrees that the Successor Agency is, and shall be, vested with all right, title and interest in the Work Product. The provisions of this Section 3 shall survive the termination of this Agreement for any reason.

4. TERM.

The term of this Agreement shall be through the completion of the 2015-16 Report. Either party may terminate this Agreement upon 14-days notice to the other party for any reason

or no reason. In the event the Successor Agency terminates this Agreement, Consultant shall cease all work immediately after receiving notice from the Successor Agency unless otherwise advised by the Successor Agency and shall invoice the Successor Agency of all time, costs and expenses incurred up to such termination date. The timing of such invoice and payment shall be made without regard to the annual scheduling set forth in Section 2 of this agreement. If neither party terminates this Agreement, this Agreement shall continue in effect until time mutually agreed upon by the parties.

5. INDEPENDENT CONTRACTOR.

Consultant is an independent contractor and is not an agent or employee of the Successor Agency. Consultant has no authority to bind the Successor Agency by contract or otherwise. Consultant will perform the professional services under the general direction of the Successor Agency Finance Director or his designee, subject to the requirement that Consultant shall at all times comply with applicable law.

6. WARRANTY.

Parties recognize the fact that the services require specialized skills and experience on the part of the Consultant. Consultant warrants that the services hereunder will be of a professional quality conforming to generally accepted industry standards and practices and that Consultant shall maintain all required licenses and certification necessary for performance of the services under this contract.

Successor Agency has read the Continuing Disclosure Agreement for the 2014 Bonds. Successor Agency warrants that it will provide Consultant with accurate information that can be relied upon to complete the Disclosure Reports. In addition to any of the information expressly required to be provided under the Continuing Disclosure Certificate for the 2014 Bonds, the Successor Agency shall provide such further information, if any, as may be necessary to make the specifically required information, in the light of the circumstances under which they are made, not misleading. This is the industry standard for continuing disclosure.

The Successor Agency acknowledges that the Consultant will not independently verify any of the data or information provided to the Consultant, nor will the Consultant conduct a detailed investigation of the affairs of the Successor Agency or Redevelopment Agency to determine the accuracy or completeness of the information gathered in the preparation of the Disclosure Report.

8. GOVERNING LAW.

This Agreement will be governed by and construed in accordance with the laws of the State of California excluding that body of law pertaining to conflict of laws.

9. NOTICE.

All notices, including notices of address changes, required to be sent hereunder shall be in writing and shall be deemed to have been given when mailed to the addresses listed below:

- (a) **Successor Agency of the Firebaugh Redevelopment Agency:** City Manager, 1133 "P" Street, Firebaugh, CA 93622.
- (b) **Consultant:** Albert M. Peché, Manager, A. M. Peché & Associates LLC, 1025 Morton Street, Alameda CA 94501-3904

11. SEVERABILITY.

In the event any provision of this Agreement is held to be invalid or unenforceable, the remaining provisions of this Agreement will remain in full force and effect.

12. ASSIGNMENT.

Peché & Associates LLC may assign this Agreement to a successor firm without the necessity of obtaining the consent of the Successor Agency. Peché & Associates LLC agrees to give notice of assignment to Successor Agency and upon receipt of such notice Successor Agency agrees to make all payments to the assignee designed in the assignment.

13. WAIVER.

The waiver by either party of any default or breach of this Agreement shall not constitute a waiver of any other or subsequent default or breach.

14. EQUITABLE REMEDIES.

Because the services are personal and unique and because Consultant will have access to the Successor Agency's confidential information, the Successor Agency will have the right to enforce this Agreement and any of its provisions by injunction, specific performance or other equitable relief without prejudice to any other rights and remedies that the Successor Agency may have for a breach of this Agreement.

15. ENTIRE AGREEMENT.

This Agreement constitutes the complete agreement between the parties and supersedes all previous agreements or representations, whether written or oral, with respect to the subject matter described herein. This Agreement may not be modified or amended except in writing signed by a duly authorized representative of each party. It is expressly agreed that any terms and conditions of Consultant's invoices shall be superseded by the terms and conditions of this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed the **CONSULTING SERVICES AGREEMENT** as of the date set forth in the first paragraph hereof.

**SUCCESSOR AGENCY OF THE
FIREBAUGH REDEVELOPMENT AGENCY**

CONSULTANT

Ken McDonald
City Manager
Successor Agency of the
Firebaugh Redevelopment Agency

Albert M. Peché
Manager
A. M. Peché & Associates LLC



STAFF REPORT

TO: Oversight Board of the Successor Agency to the Firebaugh Redevelopment Agency

FROM: Kenneth McDonald, City Manager *KM*

DATE: June 19, 2014

SUBJECT: Results of the Refinancing of the Successor Agency's Obligations with respect to the Firebaugh Redevelopment Agency Tax Allocation Bonds, 2005 Series A and Series B (Taxable)

On Friday, May 30th the refinancing of the of the Successor Agency's obligations with respect to the Firebaugh Redevelopment Agency Tax Allocation Bonds, 2005 Series A and Series B (Taxable) (combined the "2005 RDA Bonds") through a 2014 Direct Placement with Western Alliance Public Finance was completed. The State Department of Finance gave their approval to proceed with the refinancing on Tuesday evening, May 27th. The Financing Team then moved quickly to close the 2014 Direct Placement Series A and Series B (Taxable) issues, similar to the 2005 RDA Bonds. On Monday, June 2nd the Bank of New York Mellon then proceeded to pay off the 2005 RDA Bonds, which are no longer outstanding.

The final savings on refinancing the 2005 Series A Bonds was: cash flow savings of \$934,000, present value savings of \$594,841, net present value savings of \$292,974, for a net present value percentage of 7.77%. The final savings on refinancing the 2005 Series B (Taxable) Bonds was: cash flow savings of \$437,053, present value savings of \$407,093, net present value savings of \$164,661, for a net present value percentage of 6.11%. An industry "rule of thumb" is that any savings in excess of 3 percent of net present value savings is considered a good economic refunding. It is also important to note that the 2014 Direct Placement did not extend the maturity of the 2005 RDA Bonds. On a combined basis, there was cash flow savings of \$1,371,053, present value savings of \$887,815 and net present value savings of \$457,635. So this was an excellent refinancing for the Successor Agency.

The costs of issuance for the 2014 Direct Placement were below the budgeted amounts. The estimated costs of issuance amounts for each the Series A and Series B was \$107,550, which did not include the legal costs for the legal counsel of Western Alliance of \$7,500 per issue. Even when including these legal costs of \$7,500 per issue, the final costs of issuance for the 2014 Series A issue was \$103,692 and \$103,540.06 for the Series B issue. These final costs of issuance also included \$5,000 per issue as a City Administration Fee to pay for the Staff time since January for assistance in undertaking the refinancing.

FISCAL IMPACT

It is estimated the City will receive an additional \$287,921 in cash flow savings through the 2014 Direct Placement. This includes \$38,210 in the fiscal years of 2014-15, \$44,037 in 2015-16, and \$27,036 in 2016-17 in property tax revenue after the refinancing. The other taxing entities will receive the balance of the savings previously described.

SOURCES AND USES OF FUNDS

\$3,571,826

SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY
(Firebaugh Redevelopment Project)
Tax Allocation Refunding Bonds, 2014 Series A
Final Numbers: As of May 28, 2014

Dated Date 05/30/2014
Delivery Date 05/30/2014

Sources:

Bond Proceeds:	
Par Amount	3,571,826.00
Other Sources of Funds:	
Prior DSR	301,866.81
June 1st DS Payment Transfer	99,460.00
	<u>401,326.81</u>
	3,973,152.81

Uses:

Refunding Escrow Deposits:	
Cash Deposit	3,869,460.00
Cost of Issuance:	
Nossaman LLP	30,000.00
A. M. Peche & Associates LLC	25,306.64
Southwest Securities Inc.	20,000.00
RSG	12,500.00
Del Rio Advisors, LLC	1,500.00
BNY Mellon	350.00
Barthe & Wahrman	1,000.00
Kutak Rock	7,500.00
City Staff Charge	5,000.40
CDIAC	535.77
	<u>103,692.81</u>
	3,973,152.81

SAVINGS

\$3,571,826

SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY

(Firebaugh Redevelopment Project)

Tax Allocation Refunding Bonds, 2014 Series A

Final Numbers: As of May 28, 2014

Date	Prior Debt Service	DS Transfer	Prior Net Cash Flow	Refunding Debt Service	Savings	Present Value to 05/30/2014 @ 4.3899889%
12/01/2014	198,920.00	99,460.00	99,460.00	78,837.15	20,622.85	20,165.47
12/01/2015	198,920.00		198,920.00	156,803.16	42,116.84	39,889.16
12/01/2016	198,920.00		198,920.00	156,803.16	42,116.84	38,194.05
12/01/2017	198,920.00		198,920.00	156,803.16	42,116.84	36,570.97
12/01/2018	198,920.00		198,920.00	156,803.16	42,116.84	35,016.86
12/01/2019	198,920.00		198,920.00	156,803.16	42,116.84	33,528.79
12/01/2020	198,920.00		198,920.00	156,803.16	42,116.84	32,103.97
12/01/2021	198,920.00		198,920.00	156,803.16	42,116.84	30,739.69
12/01/2022	198,920.00		198,920.00	156,803.16	42,116.84	29,433.38
12/01/2023	198,920.00		198,920.00	156,803.16	42,116.84	28,182.59
12/01/2024	198,920.00		198,920.00	156,803.16	42,116.84	26,984.95
12/01/2025	198,920.00		198,920.00	156,803.16	42,116.84	25,838.21
12/01/2026	413,920.00		413,920.00	368,910.16	45,009.84	26,421.15
12/01/2027	547,632.50		547,632.50	502,622.66	45,009.84	25,286.30
12/01/2028	553,732.50		553,732.50	508,723.42	45,009.08	24,191.99
12/01/2029	548,520.00		548,520.00	503,510.92	45,009.08	23,143.39
12/01/2030	547,520.00		547,520.00	502,511.06	45,008.94	22,138.60
12/01/2031	550,470.00		550,470.00	505,461.02	45,008.98	21,175.73
12/01/2032	556,885.00		556,885.00	511,875.54	45,009.46	20,251.82
12/01/2033	551,710.00		551,710.00	506,700.60	45,009.40	19,365.67
12/01/2034	550,475.00		550,475.00	505,465.68	45,009.32	18,516.36
12/01/2035	57,915.00		57,915.00	12,905.74	45,009.26	17,702.18
	7,265,820.00	99,460.00	7,166,360.00	6,232,358.71	934,001.29	594,841.28

Savings Summary

PV of savings from cash flow	594,841.28
Less: Prior funds on hand	(301,866.81)
Net PV Savings	292,974.47

SUMMARY OF REFUNDING RESULTS

\$3,571,826

SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY
(Firebaugh Redevelopment Project)

Tax Allocation Refunding Bonds, 2014 Series A

Final Numbers: As of May 28, 2014

Dated Date	05/30/2014
Delivery Date	05/30/2014
Arbitrage yield	4.389989%
Escrow yield	
Value of Negative Arbitrage	
Bond Par Amount	3,571,826.00
True Interest Cost	4.389989%
Net Interest Cost	4.390000%
Average Coupon	4.390000%
Average Life	16.967
Par amount of refunded bonds	3,770,000.00
Average coupon of refunded bonds	5.279589%
Average life of refunded bonds	17.066
PV of prior debt to 05/30/2014 @ 4.389989%	4,266,127.28
Net PV Savings	292,974.47
Percentage savings of refunded bonds	7.771206%
Percentage savings of refunding bonds	8.202372%

SOURCES AND USES OF FUNDS

\$2,556,108
SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY
(Firebaugh Redevelopment Project)
Taxable Tax Allocation Refunding Bonds, 2014 Series B
Final Numbers: As of May 28, 2014

Dated Date 05/30/2014
Delivery Date 05/30/2014

Sources:

Bond Proceeds:	
Par Amount	2,556,108.00
Other Sources of Funds:	
Prior DSR	242,432.28
June 1st DS Payment Transfer	104,087.50
	346,519.78
	2,902,627.78

Uses:

Refunding Escrow Deposits:	
Cash Deposit	2,799,087.50
Cost of Issuance:	
Nossaman LLP	30,000.00
A. M. Peche & Associates LLC	25,306.64
Southwest Securities Inc.	20,000.00
RSG	12,500.00
Del Rio Advisors, LLC	1,500.00
BNY Mellon	350.00
Barthe & Wahrman	1,000.00
Kutak Rock	7,500.00
City Staff Charge	5,000.22
CDIAC	383.42
	103,540.28
	2,902,627.78

SAVINGS

\$2,556,108

SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY

(Firebaugh Redevelopment Project)

Taxable Tax Allocation Refunding Bonds, 2014 Series B

Final Numbers: As of May 28, 2014

Date	Prior Debt Service	DS Transfer	Prior Net Cash Flow	Refunding Debt Service	Savings	Present Value to 05/30/2014 @ 6.0499596%
12/01/2014	343,175.00	104,087.50	239,087.50	77,751.84	161,335.66	156,555.43
12/01/2015	343,725.00		343,725.00	154,644.54	189,080.46	173,490.54
12/01/2016	343,575.00		343,575.00	256,943.54	86,631.46	75,068.23
12/01/2017	346,950.00		346,950.00	346,949.44	0.56	350.23
12/01/2018	349,200.00		349,200.00	349,199.56	0.44	321.30
12/01/2019	350,325.00		350,325.00	350,324.00	1.00	292.18
12/01/2020	350,325.00		350,325.00	350,324.68	0.32	261.65
12/01/2021	349,200.00		349,200.00	349,199.38	0.62	231.46
12/01/2022	350,800.00		350,800.00	350,798.96	1.04	190.62
12/01/2023	350,800.00		350,800.00	350,799.48	0.52	148.28
12/01/2024	354,200.00		354,200.00	354,199.58	0.42	105.50
12/01/2025	355,600.00		355,600.00	355,599.62	0.38	61.54
12/01/2026	135,000.00		135,000.00	134,999.52	0.48	16.73
	4,322,875.00	104,087.50	4,218,787.50	3,781,734.14	437,053.36	407,093.68

Savings Summary

PV of savings from cash flow	407,093.68
Less: Prior funds on hand	(242,432.28)
Net PV Savings	164,661.40

SUMMARY OF REFUNDING RESULTS

\$2,556,108
SUCCESSOR AGENCY TO THE FIREBAUGH REDEVELOPMENT AGENCY
(Firebaugh Redevelopment Project)
Taxable Tax Allocation Refunding Bonds, 2014 Series B
Final Numbers: As of May 28, 2014

Dated Date	05/30/2014
Delivery Date	05/30/2014
Arbitrage yield	6.049960%
Escrow yield	
Value of Negative Arbitrage	
Bond Par Amount	2,556,108.00
True Interest Cost	6.049960%
Net Interest Cost	6.050000%
Average Coupon	6.050000%
Average Life	7.925
Par amount of refunded bonds	2,695,000.00
Average coupon of refunded bonds	7.873796%
Average life of refunded bonds	7.184
PV of prior debt to 05/30/2014 @ 6.049960%	3,067,289.18
Net PV Savings	164,661.40
Percentage savings of refunded bonds	6.109885%
Percentage savings of refunding bonds	6.441880%