

CITY COUNCIL

Jeffrey T. Cobb, Mayor
Terry Taylor-Vodden, Vice Mayor
Larry Domenighini, Council Member
Lawrence Mello, Council Member
Gary L. Hansen, Council Member

CITY MANAGER

Steve Holsinger

CITY CLERK

Natalie Butler



201 North Lassen Street
Willows, CA 95988
(530) 934-7041
www.cityofwillows.org

CITY COUNCIL REGULAR MEETING AGENDA

Tuesday, November 12, 2013

7:00 p.m.

1. Call to Order Willows City Council Regular Meeting - 7:00 p.m.
2. Pledge of Allegiance
3. Roll Call
4. Agenda Review: (Requested Changes by Council or Staff).
 - a) Consider acceptance, by motion, of City Council November 12, 2013, Agenda.
5. Presentations & Proclamations:
 - a) Dan Gupton, President of the Willows American Legion, will present Ray Crabtree, President of the Willows Museum Society, a Silver Star Metal & Purple Heart Metal belonging to deceased Willows Resident, Corporal Russell E. Lewis. The metals will be placed on display at the Willows Museum.
6. Public Comment / Written Communications: Members of the public wishing to address the Council on any item(s) *not on the agenda* may do so at this time when recognized by the Mayor/Vice Mayor; however, no formal action will be taken unless placed on a future agenda. (*Public Comment is generally restricted to three minutes*).
7. Consent Agenda: Consent items are considered to be routine by the City Council and will be enacted in one motion. There will be no separate discussion on these items unless a Councilperson or citizen requests, in which event the item will be removed from the consent agenda.
 - a) Consider approval of General, Payroll & Direct Deposit Check Registers.
 - b) Consider approval of the City Council Minutes for the regular meeting held on October 8, 2013.
 - c) Consider approval of the City of Willows Treasurer's Report Schedule of Cash and Investments as of September 30, 2013.
 - d) Reaffirm the appointment of current Mayor Jeff Cobb and Vice-Mayor Terry Taylor Vodden for 2014 in conjunction with consensus discussion and direction of the Council during the regular City Council Session held October 22, 2013.

8. **Public Hearings:**

(Persons wishing to speak during a Public Hearing are asked to approach the microphone to address the Council and limit comments to three minutes. Although not required, it is also requested that you please state your name for the record).

- a) Conduct a public hearing under the Tax and Equity Fiscal Responsibility Act (TEFRA) in connection with the proposed issuance of revenue bonds by the California Municipal Finance Authority (CMFA), a joint exercise of powers authority and public entity of the State of California, in an amount not to exceed \$8M to assist in the financing or refinancing the construction and development of a senior rental housing project located at 1324 & 1330 West Sycamore Street. Upon conclusion of the public hearing, consider adoption, by motion, of a Resolution approving the issuance of the Bonds by the CMFA for the benefit of Willows Pacific Associates, to provide financing of the project.

9. **Ordinances:** None

10. **Items introduced by City Council or Administrative Staff for discussion purposes only:**

11. **New Business:**

- a) **Holiday Closure of Administrative Offices:** Consider approval, by motion, of a temporary closure of administrative offices from December 24, 2013 through January 1, 2014.

12. **Council Member Reports:**

13. **Executive Session:** PERFORMANCE EVALUATION – Pursuant to Government Code § 54957 (b) (1), which states:

“Subject to paragraph (2), nothing contained in this chapter shall be construed to prevent the legislative body of a local agency from holding closed sessions during a regular or special meeting to consider the appointment, employment, evaluation of performance, discipline, or dismissal of a public employee or to hear complaints or charges brought against the employee by another person or employee unless the employee requests a public session.”

TITLE: Police Chief

14. **Report-Out from Executive Session:**

15. **Adjournment:**

CERTIFICATION: Pursuant to Government Code §54954.2 (a), the agenda for this meeting was properly posted on or before November 8, 2013.

A complete agenda packet, including staff reports and back-up information, is available for public inspection during normal work hours at City Hall or the Willows Public Library at 201 North Lassen Street in Willows or on the City's website at www.cityofwillows.org.

In compliance with the Americans with Disabilities Act, the City of Willows will make available to members of the public any special assistance necessary to participate in this meeting. The public should contact the City Clerk's office at 934-7041 to make such a request. Notification 72 hours prior to the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting.

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MINUTES OF THE WILLOWS CITY COUNCIL REGULAR MEETING HELD
October 8, 2013

1. Mayor Cobb called the meeting to order at 7:00 p.m.
2. **PLEDGE OF ALLEGIANCE:** Council Member Hansen led the Pledge of Allegiance.
3. **ROLL CALL:**

<u>Present:</u>	Domenighini, Taylor-Vodden, Mello, Hansen, & Mayor Cobb
<u>Absent:</u>	None
4. **Agenda Review:** It was **moved** by Council Member Taylor-Vodden and **seconded** by Council Member Hansen to accept the October 8, 2013 agenda as presented. The motion unanimously passed.
5. **Presentations & Proclamations:** None.
6. **Public Comment/Written Communications:**

The following person(s) spoke during public comments:

Jeff Williams had a question concerning a newspaper article that was published in a local newspaper on September 28. The Mayor addressed his question.

7. **Consent Agenda:**

It was **moved** by Council Member Domenighini and **seconded** by Council Member Hansen to approve the Consent Agenda as presented. The motion unanimously passed and the following items were approved/adopted:

- a) Approval of General, Payroll and Direct Deposit Check Registers (26556-26622; 32784-32808; Z04629-Z04663).

8. **Public Hearings:**

- a) 2013/2014 Supplemental Law Enforcement Service Fund Public Hearing:

The City of Willows is slated to receive Supplemental Law Enforcement Service Funding (SLESF) for 2013-2014 from the State of California and has been authorized to receive \$100,000 for the fiscal year. State Government Code requires that the Police Chief submit a spending plan to the City Council for approval after a public hearing that must be held each year. The legislative intent remains the same as previous years and that the funding of personnel is a priority for local agencies.

The plan approved by the Council for 2012/2013 SLESF funds called for using the money to fund a Police Officer position (\$98,646) along with funding for projects/supplies (\$1354). This year's proposal is to again be the primary funding source for a Police Officer position (with the General Fund being used for the remaining personnel cost for the position) and to provide project/supply funds. Council has already approved a spending plan for SLESF funds for 2013/14 via adoption of the 2013/14 budget. The proposal for 2013/14 funds is to use \$96,400 to fund a Police Officer position and \$3,600 for Special Projects/Supplies.

Mayor Cobb opened the Public Hearing at 7:05 p.m. Doug Ross, of the audience, recommended that perhaps the Council could consider setting up a special fund with a portion of the SLESF monies that would assist the Police Department in transporting transients out of the City in an expeditious manner. Mayor Cobb closed the Public Hearing at 7:07 p.m. It was **moved** by Council Member Taylor-Vodden and **seconded** by Council Member Hansen to approve the proposed allocation of 2013/2014 Supplemental Law Enforcement Service Funds. The motion unanimously passed.

9. **Ordinances:**

a) Adoption of 2013 California Fire Codes:

As part of its periodic review of the fire code, the California Building Standards Commission this year published the 2013 California Fire Code, which becomes effective January 1, 2014. These new Fire Codes are based in part on the 2012 International Fire Code published by the International Code Council, and include the 2013 California Building Code and the 2013 California Fire Code, among other codes. Staff is recommending that the Council read by title only and pass first reading of an Ordinance to amend the Fire Codes. It was **moved** by Council Member Taylor Vodden and **seconded** by Council Member Domenighini to read the Ordinance next in line by title only. The motion unanimously passed. It was then **moved** by Council Member Taylor-Vodden and **seconded** by Council Member Domenighini that an Ordinance entitled **"AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF WILLOWS, REPEALING, REPLACING, AND/OR AMENDING CERTAIN SECTIONS OF CHAPTER 15.15 OF THE CITY OF WILLOWS MUNICIPAL CODE, TO ADOPT BY REFERENCE AND AMEND CERTAIN PORTIONS OF THE 2013 CALIFORNIA FIRE CODES WITH THE REMAINING SECTIONS CURRENTLY IN PLACE TO REMAIN UNCHANGED"** pass first reading. The motion unanimously passed.

b) Adoption of 2013 California Building Codes:

Similar to the adoption to the Fire Codes, as part of its periodic review of building codes, the California Building Standards Commission this year published the 2013 California Building Standards Codes which become effective January 1, 2014. These new Building Standards Codes are based in part on the 2012 International Building Code, published by the International Code Council, and include the 2013 California Building Code and 2013 California Fire Code, among others. Staff is recommending that the Council read by title only and pass first reading of an Ordinance to amend the Building Codes. It was **moved** by Council Member Hansen and **seconded** by Council Member Taylor-Vodden to read the Ordinance next in line by title only.

The motion unanimously passed. It was then **moved** by Council Member Hansen and **seconded** by Council Member Domenighini that an Ordinance entitled “**AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF WILLOWS, REPEALING, AMENDING, AND/OR CREATING SPECIFIC SECTIONS OF CHAPTER 15; SUB-SECTIONS 15.10, 15.11, 15.15, 15.20, 15.30, 15.35, 15.50, 15.60, 15.70, 15.75, 15.80, 15.85, 15.90, 15.91 AND 15.95 OF THE CITY OF WILLOWS MUNICIPAL CODE, AND TO ADOPT BY REFERENCE AND AMEND CERTAIN PORTIONS OF THE 2013 CALIFORNIA BUILDING STANDARDS CODE**” pass first reading. The motion unanimously passed.

10. **Items introduced by City Council or Administrative Staff for discussion purposes only:** None

11. **New Business:**

a) Allocation of Redevelopment Agency Residual Funds:

As part of the 2011-12 State of California Budget, the State Legislature passed, and the Governor signed, AB 1X 26. This bill called for the dissolution of Redevelopment Agencies (RDA) in California, with the return of funds not specifically earmarked for debt repayment or existing construction projects be returned to the RDA’s respective County for redistribution of tax increment received. These funds were to be redistributed according to the tax rate split for the given area of the RDA.

Now that the process has been completed, the County Finance Department has distributed the remaining funds to the various entities according to the tax rate split for the area in which the former RDA boundaries reside. The City received \$17,725.14 of the original \$60,346.51 sent to the County as a result of the RDA dissolution.

The City remains the owner of the underlying land (parking lots and landscape area) of the former RDA area (the Willows Mall). As maintenance projects in this area will continue to arise, Staff believes that the appropriate use of the residual funds received will be to establish a fund (Fund 331) specifically for mall area maintenance projects. It should be noted that going forward, project costs associated with this area will likely be funded by the General fund once the RDA residual funds have been exhausted.

Once established, the Mall Maintenance Fund would reside under the management of the Parks and Public Works Director, who would seek appropriation(s) from this fund on an as-needed basis for projects around the mall area. Staff recommends the formation of a special revenue fund for this money. It was **moved** by Council Member Domenighini and **seconded** by Council Member Mello to approve the formation of a special revenue fund entitled “Mall Maintenance Fund” (Fund 331) and designate the City’s share of Redevelopment Agency Dissolution Residual Funds of \$17,725.14 to this fund. The motion unanimously passed.

12. **Council Member Reports:**

Council Member Hansen stated that it is an honor and a pleasure for him to once again serve on the Willows City Council. It was an honor when he first was elected in 2008 and when he was also able to serve in excess of his full term, and it is his pleasure to be back. Moving forward he holds no personal animosity or vendettas for anybody – any members of City Staff, or anybody else – and he is on the Council to serve the citizens of Willows to the best of his ability. He thanked the Council for their unanimous support two weeks ago when they voted to appoint him to the vacant Council seat and he plans to continue to work on what he started on during his first term, working as a team. He believes that as a team, the Council can make Willows a much better place to live. It is already a fine place to live, but the goal is to do the right things to serve the citizens of the City to the best of the Council's abilities and that is his goal moving forward. The last few years there has been a significant amount of turmoil, much of which was financially-based. There was also a great deal of unnecessary turmoil in local government and the City came through that turmoil, in large part thanks to the Management Staff of the City. He believes that everybody learned a lot from that and it is important to remember history, but there is no need to dwell on the past. During his last term serving on the Council, the Council had to make some very tough financial decisions which he believes may have saved the City from insolvency. His goal now is to continue moving forward in a positive direction.

Council Member Mello announced that he would be attending the public hearing regarding the new proposed legislation on allowable Chromium 6 levels in drinking water that will be held in Sacramento on October 11. Council Member Hansen stated that he would also try to attend at least some of the public hearing, as the hearing will be held in the building where he works. Council Member Taylor-Vodden then inquired about the status of the letter to the Department of Public Health (DPH) that the Council recently signed requesting that if the new Chromium 6 standards were to be adopted, that the DPH allow for more time to phase-in compliance rather than requiring immediate compliance, which would be very costly. She suggested rather than sending the letter to DPH, that Council Member Mello could submit the letter in person to DPH during the public hearing since he planned to be in attendance. The other Council Members concurred and it was the consensus of the Council that Council Member Mello present the letter in person during the public hearing in Sacramento.

Council Member Taylor-Vodden reported that she attended the LAFCO meeting this morning.

Council Member Domenighini reported that the Library Board will be meeting this week. He reported that the Friends of the Library raised a little over \$1000.00 last week during their Book Sale/Bake Sale fundraiser. Next week there is a Transportation Commission & Transit Committee meeting that he plans to attend. Since previous Council Member Spears resigned his seat on the City Council, it was brought up that the Council will need to assign a second member to the Transportation Commission. Council Member Domenighini asked if an item could be placed on the next agenda in order to appoint a second member to the Commission. It was the consensus of the Council to place an item on the next City Council agenda to review committee assignments.

13. **Executive Session:** None

14. **Adjournment:** Mayor Cobb adjourned the meeting at 7:35 p.m.

Dated: October 8, 2013

NATALIE BUTLER

City Clerk

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City of Willows
 Treasurer's Report
 Schedule of Cash and Investments
 As of September 30, 2013

Pursuant to Government Code Section 53646, listed below is a schedule of Cash and Investments held by the City of Willows.

Par	Description of Security/ Financial Institution	Investment Policy Category	Coupon Rate	Maturity Date	Adjusted Cost Basis	Weighted Average Yield To Maturity	Current Market (Over 12 Mos.)
N/A	Petty Cash Held on Hand	N/A	N/A	N/A	\$ 150.00	N/A	\$ 150.00
N/A	General Checking Account/ Bank of America	N/A	N/A	N/A	\$ 607,682.29	N/A	\$ 607,682.29
N/A	Cash Account Edward Jones Investments	N/A	N/A	N/A	\$ 6,759.47	N/A	\$ 6,759.47
N/A	Local Agency Investment Fund/ Office of the Treasurer, State of California	C	0.26%	Var.	\$2,314,351.59	Var.	\$ 2,315,664.57
N/A	Program Income Money Market Account/ Umpqua Bank	D	0.08%	N/A	\$ 417,956.73	N/A	\$ 417,956.73
\$1,107,000.00	Negotiable Certificates of Deposit Edward Jones Investments-Custodian	B	0.90-3.15%	12/09/2013- 6/21/2017	\$ 1,107,000.00	1.99%	\$ 1,111,137.87
\$ 300,000.00	Negotiable Certificates of Deposit Stifel Nicolaus-Custodian	B	2.00-3.55%	5/6/2014- 10/15/2015	\$ 300,000.00	2.60%	\$ 306,828.00
\$ 100,000.00	State of CA Agency Note CA State Public Works Board Stifel Nicolaus-Custodian	E	3.50%	10/1/2013	\$ 100,000.00	3.50%	\$ 100,000.00
\$ 150,000.00	US Government Agency Term Notes Federal Home Loan Bank (\$150,000) Stifel Nicolaus-Custodian	E	1.00%	11/28/2016	\$ 150,000.00	1.00%	\$ 149,737.50
Total					\$5,003,900.08		\$ 5,015,916.43

I certify that this report reflects all Government Agency cash and pooled investments and is in conformity with the Investment Policy of the City of Willows as stated in the annual investment policy approved by the City Council. A copy of the investment policy is available at the Office of the Finance Director/City Treasurer. The Investment Program herein provides sufficient cash flow liquidity to meet the estimated expenditures for the next 180 days.

Submitted: /s/ Tim Salsbery
 City Treasurer

Approved: /s/ Stephen Holsinger
 City Manager

November 12, 2013

AGENDA ITEM

TO: Honorable Mayor Cobb and Members of the Council

FROM: Natalie Butler, City Clerk

SUBJECT: Council Committee Appointees & confirming 2014 Mayor & Vice-Mayor

RECOMMENDATION:

By Motion, reaffirm the appointment of current Mayor and Vice-Mayor for 2014 in conjunction with the consensus discussion of the regular City Council Session held October 22, 2013.

BACKGROUND:

Attached for Council's perusal is a list of the various committees on which Council Members serve as the City's representatives. These appointments of the primary representative(s) and alternate(s) to specific committees were reviewed & approved during the regular City Council meeting held October 22, 2013. Although, the list as previously prepared & reviewed did not specifically identify Mayor & Vice-Mayor positions; reaffirming Jeff Cobb, Mayor & Terry-Taylor Vodden, Vice-Mayor. Therefore, the City Council requested confirmation at the next regular City Council Meeting.

FINANCIAL CONSIDERATIONS:

None

NOTIFICATION:

County Clerk's Office

RECOMMENDATION:

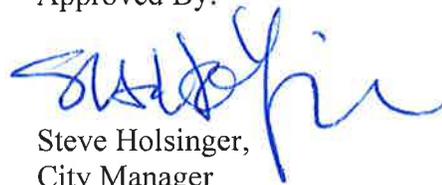
By Motion, reaffirm the appointment of current Mayor and Vice-Mayor for 2014 in conjunction with the consensus discussion of the regular City Council Session held October 22, 2013.

Respectfully submitted by:



Natalie Butler,
City Clerk

Approved By:



Steve Holsinger,
City Manager

WILLOWS CITY COUNCIL 2014 COMMITTEE REPRESENTATIVES
Updated 10/24/2013

COMMITTEE	MEMBER(S)	WHEN APPT.	TERM EXP.
*Airport Land Use Committee	Cobb	10/22/2013	12/2014
*Glenn County Waste Management Regional Agency	Mello Cobb (alternate)	10/22/2013	12/2014
*Transit Committee	Hansen Domenighini Cobb (alternate)	10/22/2013	12/2014
*Transportation Commission	Hansen Domenighini	10/22/2013	12/2014
*LAFCO (Term is four years)	Taylor-Vodden Cobb (alternate)	10/22/2013	05/2017
City Select Committee	Mayor	12/2004	12/2014
Countywide Mosquito & Vector Committee	Cobb	10/22/2013	12/2014
Finance Committee	Mello Taylor-Vodden	10/22/2013	12/2014
GCID Voting Delegate	Mayor	12/2000	12/2014
League Legislative Delegate	Mayor	12/2004	12/2014
Library Board	Domenighini	10/22/2013	12/2014
3CORE (Formerly known as Tri-Counties Economic Development Committee)	Taylor-Vodden Mello (alternate)	10/22/2013	12/2014
CDBG Loan Committee	Domenighini Hansen	10/22/2013	12/2014
Public Safety (Police & Fire) Committee	Taylor-Vodden Mello	10/22/2013	12/2014
City & Counties Economic Development Steering Committee	Taylor-Vodden Mello	10/22/2013	12/2014

* The City Selection Committee makes the final selection to these Committees.

NOTES:

- The Willows City Council on December 11, 2007, by consensus, deleted the Community User Access Group, the Water Awareness Committee, the Central Sacramento Valley Resource Conservation Development Area, and the Cities/County Library Advisory Board due to these Committees no longer being active. The California Water Service Company Community Advisory Panel was added to the list. The

Wastewater Treatment Plant Liaison was deleted from the Committee list at the City Council Meeting of December 9, 2008.

- The Willows City Council on June 23, 2009, adopted a Resolution that designated the Mayor in any given year to be the Voting Delegate for Glenn Colusa Irrigation District Elections.
- The Willows City Council on December 16, 2009, by consensus, deleted the California Water Service Company Community Advisory Panel and the CDBG Loan Committee due to lack of activity.
- The Willows City Council on December 14, 2010, by consensus, reinstated the CDBG Loan Committee.
- The Willows City Council on December 13, 2011, by consensus, added the “Public Safety (Police & Fire) Subcommittee” to the list of Committee Representative.
- The Willows City Council on December 11, 2012, by consensus, added the City & Counties Economic Development Steering Committee. They also, by consensus, disbanded the Weed Abatement Subcommittee & the Budget Development Subcommittee.

AGENDA ITEM

TO: Honorable Mayor and Members of City Council

FROM: Karen Mantele, City Planner

Subject: Adopt a resolution to become a member of the CMFA and to approve the financing of the Project by the CMFA.

RECOMMENDATION:

Conduct a public hearing under the Tax and Equity Fiscal Responsibility Act (“TEFRA”) on November 12, 2013 in connection with the proposed issuance of revenue bonds by the California Municipal Finance Authority (“CMFA”), a joint exercise of powers authority and public entity of the State of California, in an amount not to exceed \$8,000,000, (the “Bond”), to assist in the financing or refinancing the construction, and development of a senior rental housing project (the “Project”) located at 1324 & 1330 West Sycamore Street, Willows, California.

Adopt a resolution to become a member of the CMFA and to approve the financing of the Project by the CMFA.

- 1) Conduct the public hearing under the requirements of TEFRA and the Internal Revenue Code of 1986, as amended (the “Code”).
- 2) Adopt the resolution approving the issuance of the Bonds by the CMFA for the benefit of Willows Pacific Associates (the “Borrower”), to provide for the financing of the Project, such adoption is solely for the purposes of satisfying the requirements of TEFRA, the Code and the California Government Code Section 6500 (and following). The resolution will also authorize the Mayor or any designee thereof to execute the Joint Exercise of Powers Agreement with the CMFA.

SUMMARY:

The Pacific Company requested that the CMFA serve as the municipal issuer of the Bonds in an aggregate principal amount not to exceed \$8,000,000 of tax-exempt revenue bonds. The proceeds of the Bonds will be used to finance and refinance the construction and development of a senior rental housing project located at 1324 & 1330 West Sycamore Street, Willows, California.

In order for all or a portion of the Bonds to qualify as tax-exempt bonds, the City of Willows must conduct a public hearing (the “TEFRA Hearing”) providing for the members of the community an opportunity to speak in favor of or against the use of tax-exempt bonds for the financing of the Project. Prior to such TEFRA Hearing, reasonable notice must be provided to the members of the community. Following the close of the TEFRA Hearing, an “applicable elected representative” of the governmental unit hosting the Project must provide its approval of the issuance of the Bonds for the financing of the Project.

CALIFORNIA MUNICIPAL FINANCE AUTHORITY:

The CMFA was created on January 1, 2004 pursuant to a joint exercise of powers agreement to promote economic, cultural and community development, through the financing of economic development and

charitable activities throughout California. To date, over 175 municipalities have become members of CMFA.

The CMFA was formed to assist local governments, non-profit organizations and businesses with the issuance of taxable and tax-exempt bonds aimed at improving the standard of living in California. The CMFA's representatives and its Board of Directors have considerable experience in bond financings.

EXECUTION OF THE JOINT EXERCISE OF POWERS AGREEMENT:

In order for the CMFA to have the authority to serve as the issuer of the bonds for the Project, it is necessary for the City of Willows to become a member of the CMFA. Attached to this report is a copy of the Joint Exercise of Powers Agreement to be executed by a designated signatory of the City.

The Joint Exercise of Powers Agreement provides that the CMFA is a public entity, separate and apart from each member executing such agreement. The debts, liabilities and obligations of the CMFA do not constitute debts, liabilities or obligations of the members executing such agreement.

The Bonds to be issued by the CMFA for the Project will be the sole responsibility of the Borrower, and the City will have no financial, legal, moral obligation, liability or responsibility for the Project or the repayment of the Bonds for the financing of the Project. All financing documents with respect to the issuance of the Bonds will contain clear disclaimers that the Bonds are not obligations of the City or the State of California, but are to be paid for solely from funds provided by the Borrower. There are no costs associated with membership in the CMFA and the City will in no way become exposed to any financial liability by reason of its membership in the CMFA. In addition, participation by the City in the CMFA will not impact the City's appropriations limits and will not constitute any type of indebtedness by the City. Outside of holding the TEFRA hearing, adopting the required resolution and executing the Joint Exercise of Powers Agreement of the CMFA, no other participation or activity of the City or the City Council with respect to the issuance of the Bonds will be required.

The Joint Exercise of Powers Agreement expressly provides that any member may withdraw from such agreement upon written notice to the Board of Directors of the CMFA. In the case of the proposed bond financing for the Borrower, the City following its execution of the Joint Exercise of Powers Agreement, could, at any time following the issuance of the Bonds, withdraw from the CMFA by providing written notice to the Board of Directors of the CMFA.

FISCAL CONSIDERATIONS

The Board of Directors of the California Foundation for Stronger Communities, a California non-profit public benefit corporation (the "Foundation"), acts as the Board of Directors for the CMFA. Through its conduit issuance activities, the CMFA shares a portion of the issuance fees it receives with its member communities and donates a portion of these issuance fees to the Foundation for the support of local charities. With respect to the City of Willows, it is expected that 25% of the issuance fee will be granted by the CMFA to the general fund of the City. Such grant may be used for any lawful purpose of the City. The Borrower will be the beneficiary of the CMFA's charitable donation through a 25% reduction in issuance fees.

NOTIFICATION

A 14 day notification was posted.

ALTERNATIVE ACTIONS

None recommended

RECOMMENDATION

In light of the foregoing, and in order to support affordable senior housing, staff recommends that the City conduct the TEFRA Hearing, execute the Joint Exercise of Powers Agreement of the CMFA, and adopt the resolution in favor of the issuance of the Bonds by the CMFA.

Respectfully submitted,



Karen Mantele, City Planner

RESOLUTION NO. _____

RESOLUTION APPROVING, AUTHORIZING AND DIRECTING EXECUTION OF A JOINT EXERCISE OF POWERS AGREEMENT RELATING TO THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY AND APPROVING THE ISSUANCE OF REVENUE BONDS BY THE AUTHORITY FOR THE PURPOSE OF FINANCING OR REFINANCING THE CONSTRUCTION AND DEVELOPMENT OF CERTAIN FACILITIES FOR THE BENEFIT OF WILLOWS PACIFIC ASSOCIATES, L.P., OR RELATED ENTITIES

WHEREAS, pursuant Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (the "Act"), certain public agencies (the "Members") have entered into a Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of January 1, 2004 (the "Agreement") in order to form the California Municipal Finance Authority (the "Authority"), for the purpose of promoting economic, cultural and community development, and in order to exercise any powers common to the Members, including the issuance of bonds, notes or other evidences of indebtedness; and

WHEREAS, the City of Willows (the "City"), has determined that it is in the public interest and for the public benefit that the City become a Member of the Authority in order to facilitate the promotion of economic, cultural and community development activities in the City, including the financing of projects therefor by the Authority; and

WHEREAS, there is now before this City Council (the "City Council") the form of the Agreement; and

WHEREAS, the Agreement has been filed with the City, and the members of the City Council, with the assistance of its staff, have reviewed said document; and

WHEREAS, the Authority is authorized to issue and sell revenue bonds for the purpose, among others, of financing or refinancing the acquisition and rehabilitation of capital projects; and

WHEREAS, Willows Pacific Associates, L.P., or related entities (the "Borrower") has requested that the Authority adopt a plan of financing providing for the issuance and sale of revenue bonds in the maximum principal amount of \$8,000,000 (the "Bonds"), in one or more series, for the purpose of making a loan to the Borrower, to enable the Borrower to finance or refinance the construction and development of a 49-unit senior multifamily housing development located at 1324 and 1330 West Sycamore Street, Willows, California, generally known as Willows Senior Apartments (the "Project"); and

WHEREAS, in order for the interest on the Bonds to be tax-exempt, Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), requires that an "applicable elected representative" of the governmental unit, the geographic jurisdiction of which contains the site of facilities to be financed with the proceeds of the Bonds, hold a public hearing on the issuance of the Bonds and approve the issuance of the Bonds following such hearing; and

WHEREAS, the Authority has determined that the City Council is an “applicable elected representative” for purposes of holding such hearing; and

WHEREAS, the Authority has requested that the City Council approve the issuance of the Bonds by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code and, the requirements of Section 4 of the Agreement; and

WHEREAS, notice of such public hearing has been duly given as required by the Code, and this City Council has heretofore held such public hearing at which all interested persons were given an opportunity to be heard on all matters relative to the financing or refinancing of the Project and the Authority’s issuance of the Bonds therefor; and

WHEREAS, it is in the public interest and for the public benefit that the City Council approve the issuance of the Bonds by the Authority for the aforesaid purposes;

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL, AS FOLLOWS;

Section 1. The foregoing resolutions are true and correct.

Section 2. The Agreement is hereby approved and the Mayor or designee thereof is hereby authorized and directed to execute said document, and the City Clerk or such Clerk’s designee is hereby authorized and directed to attest thereto.

Section 3. The City Council hereby approves the issuance of the Bonds by the Authority. It is the purpose and intent of the City Council that this resolution constitute approval of the issuance of the Bonds (a) by the “applicable elected representative” of the governmental unit having jurisdiction over the area in which the Project is located in accordance with Section 147(f) of the Code and; (b) by the City Council in accordance with Section 4 of the Agreement.

Section 4. The issuance of the Bonds shall be subject to the approval of the Authority of all financing documents relating thereto to which the Authority is a party. The City shall have no responsibility or liability whatsoever with respect to the Bonds.

Section 5. The adoption of this Resolution shall not obligate the City or any department thereof to (i) provide any financing to acquire or rehabilitate the Project or any refinancing of the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the acquisition, rehabilitation or operation of the Project; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

Section 6. The executing officers(s), the Clerk and all other proper officers and officials of the City are hereby authorized and directed to execute such other agreements, documents and certificates, and to perform such other acts and deeds, as may be necessary or convenient to effect the purposes of this Resolution and the transactions herein authorized.

Section 7. The Clerk shall forward a certified copy of this Resolution and an originally executed Agreement to the Authority in care of its counsel:

Ronald E. Lee, Esq.
Jones Hall, a Professional Law Corporation
650 California Street, 18th Floor
San Francisco, CA 94108

Section 8. This resolution shall take effect immediately upon its passage.

ADOPTED by the City Council of the City of Willows at a regular meeting of the City Council held on the _____ day of _____, 2013, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

Jeffery Cobb, Mayor

Natalie Butler, City Clerk

From: GKRUP@aol.com [mailto:GKRUP@aol.com]

Sent: Wednesday, October 16, 2013 3:04 PM

To: sholsinger@cityofwillows.org

Subject: Re: FW: Re: Willows Senior Apartment TEFRA Request

Steve,

The JPA re CMFA has been reviewed. Public entities are Members that created the CMFA in 2004. The Auth is administered by a non-profit foundation. The Authority is given the authority to issue bonds and pledge property or revenues as security. New members can be added by executing a counterpart of the JPA (already prepared for the City) and a resolution approving the Agreement (a copy not provided to me).

The JPA is fine if CMFA is the desired issuer. Bond counsel will ensure you have all the necessary forms.

Gary

**JOINT EXERCISE OF POWERS AGREEMENT
RELATING TO THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY**

THIS AGREEMENT, dated as of January 1, 2004, among the parties executing this Agreement (all such parties, except those which have withdrawn as provided herein, are referred to as the "Members" and those parties initially executing this Agreement are referred to as the "Initial Members"):

WITNESSETH

WHEREAS, pursuant to Title 1, Division 7, Chapter 5 of the California Government Code (in effect as of the date hereof and as the same may from time to time be amended or supplemented, the "Joint Exercise of Powers Act"), two or more public agencies may by agreement jointly exercise any power common to the contracting parties; and

WHEREAS, each of the Members is a "public agency" as that term is defined in Section 6500 of the Joint Exercise of Powers Act; and

WHEREAS, each of the Members is empowered by law to promote economic, cultural and community development, including, without limitation, the promotion of opportunities for the creation or retention of employment, the stimulation of economic activity, the increase of the tax base, and the promotion of opportunities for education, cultural improvement and public health, safety and general welfare; and

WHEREAS, each of the Members may accomplish the purposes and objectives described in the preceding preamble by various means, including through making grants, loans or providing other financial assistance to governmental and nonprofit organizations; and

WHEREAS, each Member is also empowered by law to acquire and dispose of real property for a public purpose; and

WHEREAS, the Joint Exercise of Powers Act authorizes the Members to create a joint exercise of powers entity with the authority to exercise any powers common to the Members, as specified in this Agreement and to exercise the additional powers granted to it in the Joint Exercise of Powers Act and any other applicable provisions of the laws of the State of California; and

WHEREAS, a public entity established pursuant to the Joint Exercise of Powers Act is empowered to issue or execute bonds, notes, commercial paper or any other evidences of indebtedness, including leases or installment sale agreements or certificates of participation therein (herein "Bonds"), and to otherwise undertake financing programs under the Joint Exercise of Powers Act or other applicable provisions of the laws of the State of California to accomplish its public purposes; and

WHEREAS, the Members have determined to specifically authorize a public entity authorized pursuant to the Joint Exercise of Powers Act to issue Bonds pursuant to the Joint Exercise of Powers Act or other applicable provisions of the laws of the State of California; and

WHEREAS, it is the desire of the Members to use a public entity established pursuant to the Joint Exercise of Powers Act to undertake the financing and/or refinancing of projects of any nature, including, but not limited to, capital or working capital projects, insurance, liability or retirement programs or facilitating Members use of existing or new financial instruments and mechanisms; and

WHEREAS, it is further the intention of the Members that the projects undertaken will result in significant public benefits to the inhabitants of the jurisdictions of the Members; and

WHEREAS, by this Agreement, each Member desires to create and establish the "California Municipal Finance Authority" for the purposes set forth herein and to exercise the powers provided herein;

NOW, THEREFORE, the Members, for and in consideration of the mutual promises and agreements herein contained, do agree as follows:

Section 1. Purpose.

This Agreement is made pursuant to the provisions of the Joint Exercise of Powers Act. The purpose of this Agreement is to establish a public entity for the joint exercise of powers common to the Members and for the exercise of additional powers given to a joint powers entity under the Joint Powers Act or any other applicable law, including, but not limited to, the issuance of Bonds for any purpose or activity permitted under the Joint Exercise of Powers Act or any other applicable law. Such purpose will be accomplished and said power exercised in the manner hereinafter set forth.

Section 2. Term.

This Agreement shall become effective in accordance with Section 17 as of the date hereof and shall continue in full force and effect until such time as it is terminated in writing by all the Members; provided, however, that this Agreement shall not terminate or be terminated until all Bonds issued or caused to be issued by the Authority (defined below) shall no longer be outstanding under the terms of the indenture, trust agreement or other instrument pursuant to which such Bonds are issued, or unless a successor to the Authority assumes all of the Authority's debts, liabilities and obligations.

Section 3. Authority.

A. CREATION AND POWERS OF AUTHORITY.

Pursuant to the Joint Exercise of Powers Act, there is hereby created a public entity to be known as the "California Municipal Finance Authority" (the "Authority"), and said Authority shall be a public entity separate and apart from the Members. Its

debts, liabilities and obligations do not constitute debts, liabilities or obligations of any Members.

B. BOARD.

The Authority shall be administered by the Board of Directors (the "Board," or the "Directors" and each a "Director") of the California Foundation for Stronger Communities, a nonprofit public benefit corporation organized under the laws of the State of California (the "Foundation"), with each such Director serving in his or her individual capacity as a Director of the Board. The Board shall be the administering agency of this Agreement and, as such, shall be vested with the powers set forth herein, and shall administer this Agreement in accordance with the purposes and functions provided herein. The number of Directors, the appointment of Directors, alternates and successors, their respective terms of office, and all other provisions relating to the qualification and office of the Directors shall be as provided in the Articles and Bylaws of the Foundation, or by resolution of the Board adopted in accordance with the Bylaws of the Foundation.

All references in this Agreement to any Director shall be deemed to refer to and include the applicable alternate Director, if any, when so acting in place of a regularly appointed Director.

Directors may receive reasonable compensation for serving as such, and shall be entitled to reimbursement for any expenses actually incurred in connection with serving as a Director, if the Board shall determine that such expenses shall be reimbursed and there are unencumbered funds available for such purpose.

The Foundation may be removed as administering agent hereunder and replaced at any time by amendment of this Agreement approved as provided in Section 16; provided that a successor administering agent of this Agreement has been appointed and accepted its duties and responsibilities under this Agreement.

C. OFFICERS; DUTIES; OFFICIAL BONDS.

The officers of the Authority shall be the Chair, Vice-Chair, Secretary and Treasurer (defined below). The Board, in its capacity as administering agent of this Agreement, shall elect a Chair, a Vice-Chair, and a Secretary of the Authority from among Directors to serve until such officer is re-elected or a successor to such office is elected by the Board. The Board shall appoint one or more of its officers or employees to serve as treasurer, auditor, and controller of the Authority (the "Treasurer") pursuant to Section 6505.6 of the Joint Exercise of Powers Act to serve until such officer is re-elected or a successor to such office is elected by the Board.

Subject to the applicable provisions of any resolution, indenture, trust agreement or other instrument or proceeding authorizing or securing Bonds (each such resolution, indenture, trust agreement, instrument and proceeding being herein referred to as an "Indenture") providing for a trustee or other fiscal agent, and except as may otherwise be

specified by resolution of the Board, the Treasurer is designated as the depository of the Authority to have custody of all money of the Authority, from whatever source derived and shall have the powers, duties and responsibilities specified in Sections 6505, 6505.5 and 6509.5 of the Joint Exercise of Powers Act.

The Treasurer of the Authority is designated as the public officer or person who has charge of, handles, or has access to any property of the Authority, and such officer shall file an official bond with the Secretary of the Authority in the amount specified by resolution of the Board but in no event less than \$1,000.

The Board shall have the power to appoint such other officers and employees as it may deem necessary and to retain independent counsel, consultants and accountants.

The Board shall have the power, by resolution, to the extent permitted by the Joint Exercise of Power Act or any other applicable law, to delegate any of its functions to one or more of the Directors or officers, employees or agents of the Authority and to cause any of said Directors, officers, employees or agents to take any actions and execute any documents or instruments for and in the name and on behalf of the Board or the Authority.

D. MEETINGS OF THE BOARD.

(1) Ralph M. Brown Act.

All meetings of the Board, including, without limitation, regular, adjourned regular, special, and adjourned special meetings shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California), or any successor legislation hereinafter enacted (the "Brown Act").

(2) Regular Meetings.

The Board shall provide for its regular meetings; provided, however, it shall hold at least one regular meeting each year. The date, hour and place of the holding of the regular meetings shall be fixed by resolution of the Board. To the extent permitted by the Brown Act, such meetings may be held by telephone conference.

(3) Special Meetings.

Special meetings of the Board may be called in accordance with the provisions of Section 54956 of the Government Code of the State of California. To the extent permitted by the Brown Act, such meetings may be held by telephone conference.

(4) Minutes.

The Secretary of the Authority shall cause to be kept minutes of the regular, adjourned regular, special, and adjourned special meetings of the Board and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each Director.

(5) Quorum.

A majority of the Board shall constitute a quorum for the transaction of business. No action may be taken by the Board except upon the affirmative vote of a majority of the Directors constituting a quorum, except that less than a quorum may adjourn a meeting to another time and place.

E. RULES AND REGULATIONS.

The Authority may adopt, from time to time, by resolution of the Board such rules and regulations for the conduct of its meetings and affairs as may be required.

Section 4. Powers.

The Authority shall have the power, in its own name, to exercise the common powers of the Members and to exercise all additional powers given to a joint powers entity under any of the laws of the State of California, including, but not limited to, the Joint Exercise of Powers Act, for any purpose authorized under this Agreement. Such powers shall include the common powers specified in this Agreement and may be exercised in the manner and according to the method provided in this Agreement. The Authority is hereby authorized to do all acts necessary for the exercise of such power, including, but not limited to, any of all of the following: to make and enter into contracts; to employ agents and employees; to acquire, construct, provide for maintenance and operation of, or maintain and operate, any buildings, works or improvements; to acquire, hold or dispose of property wherever located; to incur debts, liabilities or obligations; to receive gifts, contributions and donations of property, funds, services, and other forms of assistance from person, firms, corporations and any governmental entity; to sue and be sued in its own name; to make grants, loans or provide other financial assistance to governmental and nonprofit organizations (e.g., the Members or the Foundation) to accomplish any of its purposes; and generally to do any and all things necessary or convenient to accomplish its purposes.

Without limiting the generality of the foregoing, the Authority may issue or cause to be issued Bonds, and pledge any property or revenues as security to the extent permitted under the Joint Exercise of Powers Act, or any other applicable provision of law; provided, however, the Authority shall not issue Bonds with respect to any project located in the jurisdiction of one or more Members unless the governing body of any such Member, or its duly authorized representative, shall approve, conditionally or unconditionally, the project, including the issuance of Bonds therefor. Such approval may be evidenced by resolution, certificate, order, report or such other means of written approval of such project as may be selected by the Member (or its authorized representative) whose approval is required. No such approval shall be required in

connection with Bonds that refund Bonds previously issued by the Authority and approved by the governing board of a Member.

The manner in which the Authority shall exercise its powers and perform its duties is and shall be subject to the restrictions upon the manner in which a California general law city could exercise such powers and perform such duties. The manner in which the Authority shall exercise its powers and perform its duties shall not be subject to any restrictions applicable to the manner in which any other public agency could exercise such powers or perform such duties, whether such agency is a party to this Agreement or not.

Section 5. Fiscal Year.

For the purposes of this Agreement, the term "Fiscal Year" shall mean the fiscal year as established from time to time by resolution of the Board, being, at the date of this Agreement, the period from July 1 to and including the following June 30, except for the first Fiscal Year which shall be the period from the date of this Agreement to June 30, 2004.

Section 6. Disposition of Assets.

At the end of the term hereof or upon the earlier termination of this Agreement as set forth in Section 2, after payment of all expenses and liabilities of the Authority, all property of the Authority both real and personal shall automatically vest in the Members in the manner and amount determined by the Board in its sole discretion and shall thereafter remain the sole property of the Members; provided, however, that any surplus money on hand shall be returned in proportion to the contributions made by the Members.

Section 7. Bonds.

From time to time the Authority shall issue Bonds, in one or more series, for the purpose of exercising its powers and raising the funds necessary to carry out its purposes under this Agreement.

The services of bond counsel, financing consultants and other consultants and advisors working on the projects and/or their financing shall be used by the Authority. The expenses of the Board shall be paid from the proceeds of the Bonds or any other unencumbered funds of the Authority available for such purpose.

Section 8. Bonds Only Limited and Special Obligations of Authority.

The Bonds, together with the interest and premium, if any, thereon, shall not be deemed to constitute a debt of any Member or pledge of the faith and credit of the Members or the Authority. The Bonds shall be only special obligations of the Authority, and the Authority shall under no circumstances be obligated to pay the Bonds except from revenues and other funds pledged therefor. Neither the Members nor the Authority shall be obligated to pay the principal of, premium, if any, or interest on the Bonds, or other costs incidental thereto, except from the revenues and funds pledged therefor, and neither the faith and credit nor the taxing power of the Members nor the faith and credit of the Authority shall be pledged to the payment of the

principal of, premium, if any, or interest on the Bonds nor shall the Members or the Authority in any manner be obligated to make any appropriation for such payment.

No covenant or agreement contained in any Bond or related document shall be deemed to be a covenant or agreement of any Director, or any officer, employee or agent of the Authority in his or her individual capacity and neither the Board of the Authority nor any Director or officer thereof executing the Bonds shall be liable personally on any Bond or be subject to any personal liability or accountability by reason of the issuance of any Bonds.

Section 9. Accounts and Reports.

All funds of the Authority shall be strictly accounted for. The Authority shall establish and maintain such funds and accounts as may be required by good accounting practice and by any provision of any Indenture (to the extent such duties are not assigned to a trustee of Bonds). The books and records of the Authority shall be open to inspection at all reasonable times by each Member.

The Treasurer of the Authority shall cause an independent audit to be made of the books of accounts and financial records of the Authority by a certified public accountant or public accountant in compliance with the provisions of Section 6505 of the Joint Exercise of Powers Act. In each case the minimum requirements of the audit shall be those prescribed by the State Controller for special districts under Section 26909 of the Government Code of the State of California and shall conform to generally accepted auditing standards. When such an audit of accounts and records is made by a certified public accountant or public accountant, a report thereof shall be filed as a public record with each Member and also with the county auditor of each county in which a Member is located; provided, however, that to the extent permitted by law, the Authority may, instead of filing such report with each Member and such county auditor, elect to post such report as a public record electronically on a website designated by the Authority. Such report if made shall be filed within 12 months of the end of the Fiscal Year or Years under examination.

The Treasurer is hereby directed to report in writing on the first day of July, October, January, and April of each year to the Board and the Members which report shall describe the amount of money held by the Treasurer for the Authority, the amount of receipts since the last such report, and the amount paid out since the last such report (which may exclude amounts held by a trustee or other fiduciary in connection with any Bonds to the extent that such trustee or other fiduciary provided regular reports covering such amounts.)

Any costs of the audit, including contracts with, or employment of, certified public accountants or public accountants in making an audit pursuant to this Section, shall be borne by the Authority and shall be a charge against any unencumbered funds of the Authority available for that purpose.

In any Fiscal Year the Board may, by resolution adopted by unanimous vote, replace the annual special audit with an audit covering a two-year period.

Section 10. Funds.

Subject to the applicable provisions of any Indenture, which may provide for a trustee or other fiduciary to receive, have custody of and disburse Authority funds, the Treasurer of the Authority shall receive, have the custody of and disburse Authority funds pursuant to the accounting procedures developed under Sections 3.C and 9, and shall make the disbursements required by this Agreement or otherwise necessary to carry out any of the provisions of purposes of this Agreement.

Section 11. Notices.

Notices and other communications hereunder to the Members shall be sufficient if delivered to the clerk of the governing body of each Member; provided, however, that to the extent permitted by law, the Authority may, provide notices and other communications and postings electronically (including, without limitation, through email or by posting to a website).

Section 12. Additional Members/Withdrawal of Members.

Qualifying public agencies may be added as parties to this Agreement and become Members upon: (1) the filing by such public agency with the Authority of an executed counterpart of this Agreement, together with a copy of the resolution of the governing body of such public agency approving this Agreement and the execution and delivery hereof; and (2) adoption of a resolution of the Board approving the addition of such public agency as a Member. Upon satisfaction of such conditions, the Board shall file such executed counterpart of this Agreement as an amendment hereto, effective upon such filing.

A Member may withdraw from this Agreement upon written notice to the Board; provided, however, that no such withdrawal shall result in the dissolution of the Authority so long as any Bonds remain outstanding. Any such withdrawal shall be effective only upon receipt of the notice of withdrawal by the Board which shall acknowledge receipt of such notice of withdrawal in writing and shall file such notice as an amendment to this Agreement effective upon such filing.

Section 13. Indemnification.

To the full extent permitted by law, the Board may authorize indemnification by the Authority of any person who is or was a Director or an officer, employee of other agent of the Authority, and who was or is a party or is threatened to be made a party to a proceeding by reason of the fact that such person is or was such a Director or an officer, employee or other agent of the Authority, against expenses, including attorneys fees, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, if such person acted in good faith in a manner such person reasonably believed to be in the best interests of the Authority and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful and, in the case of an action by or in the right of the Authority, acted with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 14. Contributions and Advances.

Contributions or advances of public funds and of the use of personnel, equipment or property may be made to the Authority by the Members for any of the purposes of this Agreement. Payment of public funds may be made to defray the cost of any such contribution or advance. Any such advance may be made subject to repayment, and in such case shall be repaid, in the manner agreed upon by the Authority and the Member making such advance at the time of such advance. It is mutually understood and agreed to that no Member has any obligation to make advances or contributions to the Authority to provide for the costs and expenses of administration of the Authority, even though any Member may do so. The Members understand and agree that a portion of the funds of the Authority that otherwise may be allocated or distributed to the Members may instead be used to make grants, loans or provide other financial assistance to governmental units and nonprofit organizations (e.g., the Foundation) to accomplish any of the governmental unit's or nonprofit organization's purposes.

Section 15. Immunities.

All of the privileges and immunities from liabilities, exemptions from laws, ordinances and rules, and other benefits which apply to the activity of officers, agents or employees of Members when performing their respective functions within the territorial limits of their respective public agencies, shall apply to the same degree and extent to the Directors, officers, employees, agents or other representatives of the Authority while engaged in the performance of any of their functions or duties under the provisions of this Agreement.

Section 16. Amendments.

Except as provided in Section 12 above, this Agreement shall not be amended, modified, or altered, unless the negative consent of each of the Members is obtained. To obtain the negative consent of each of the Members, the following negative consent procedure shall be followed: (a) the Authority shall provide each Member with a notice at least sixty (60) days prior to the date such proposed amendment is to become effective explaining the nature of such proposed amendment and this negative consent procedure; (b) the Authority shall provide each Member who did not respond a reminder notice with a notice at least thirty (30) days prior to the date such proposed amendment is to become effective; and (c) if no Member objects to the proposed amendment in writing within sixty (60) days after the initial notice, the proposed amendment shall become effective with respect to all Members.

Section 17. Effectiveness.

This Agreement shall become effective and be in full force and effect and a legal, valid and binding obligation of each of the Members on the date that the Board shall have received from two of the Initial Members an executed counterpart of this Agreement, together with a certified copy of a resolution of the governing body of each such Initial Member approving this Agreement and the execution and delivery hereof.

Section 18. Partial Invalidity.

If any one or more of the terms, provisions, promises, covenants or conditions of this Agreement shall to any extent be adjudged invalid, unenforceable, void or voidable for any reason whatsoever by a court of competent jurisdiction, each and all of the remaining terms, provisions, promises, covenants and conditions of this Agreement shall not be affected thereby, and shall be valid and enforceable to the fullest extent permitted by law.

Section 19. Successors.

This Agreement shall be binding upon and shall inure to the benefit of the successors of the parties hereto. Except to the extent expressly provided herein, no Member may assign any right or obligation hereunder without the consent of the other Members.

Section 20. Miscellaneous.

This Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

The section headings herein are for convenience only and are not to be construed as modifying or governing the language in the section referred to.

Wherever in this Agreement any consent or approval is required, the same shall not be unreasonably withheld.

This Agreement shall be governed under the laws of the State of California.

This Agreement is the complete and exclusive statement of the agreement among the Members, which supercedes and merges all prior proposals, understandings, and other agreements, whether oral, written, or implied in conduct, between and among the Members relating to the subject matter of this Agreement.

IN WITNESS WHEREOF, the City of Willows has caused this Agreement to be executed and attested by its duly authorized representatives as of the ___ day of _____, 2013.

Member:

CITY OF WILLOWS

By _____

Name:

Title:

ATTEST:

By _____

Name:

Title:

AGENDA ITEM

TO:  Steve Holsinger, City Manager
FROM: Tim Sailsbery, Finance Director
SUBJECT: Holiday Closure of Administrative Offices

RECOMMENDATION

Approve, by Motion, a temporary closure of administrative offices (Administration, Building, Public Works Director, Finance, and Recreation) from December 24 to January 1.

SITUATION (or BACKGROUND):

In review of administrative personnel, it was determined that a large number of administrative employees were scheduled to utilize vacation or other compensatory leave for some or all of the weeks of Christmas and New Year. The remainder of the employees in this category were polled, and all were in favor of closing between the declared holidays of Christmas Eve and New Year, and were willing to utilize vacation or other accrued compensatory time off, as appropriate, for those days that would otherwise be scheduled work days.

Staff requests that Council declare a closure of the administrative offices during this period to accommodate the requests noted above. As noted, there will be utilization of accrued leave for those dates in which an individual employee was otherwise scheduled to work.

Based on the requested closure, City Hall administrative offices will close following the close of business (4:30 p.m.) on December 23 and reopen at 8:30 a.m on January 2.

FINANCIAL CONSIDERATIONS:

N/A

NOTIFICATION

If approved, notification will appear at City Hall.

ALTERNATE ACTIONS

1. Approve Motion as presented
2. Amend Motion as desired
3. Reject Motion

RECOMMENDATION

Approve, by Motion, a temporary closure of administrative offices (Administration, Building, Public Works Director, Finance, and Recreation) from December 24 to January 1.

Respectfully submitted,



Tim Sailsbery
Finance Director
