

RESOLUTION R2017-\_\_

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF NAPA, STATE OF CALIFORNIA, (1) APPROVING AN EXCLUSIVE NEGOTIATION AGREEMENT FOR THE CIVIC CENTER AND DOWNTOWN WEST END GATEWAY PROJECT WITH PLENARY PROPERTIES NAPA, LLC; (2) APPROVING SERVICES AGREEMENTS WITH CITY CONSULTANTS TO PROVIDE SERVICES DURING THE NEGOTIATIONS PHASE OF THIS PROJECT, INCLUDING: PROJECT MANAGEMENT SERVICES FROM ARUP NORTH AMERICA, ARCHITECTURAL AND TECHNICAL REVIEW, REAL ESTATE AND NEGOTIATIONS SUPPORT SERVICES FROM JONES LANG LASALLE AMERICAS, INC., AND ENVIRONMENTAL REVIEW SERVICES FROM FIRST CARBON SOLUTIONS; (3) APPROVING PROJECT APPROPRIATIONS IN THE AMOUNT OF \$1,295,880; AND (4) APPROVING AN APPROPRIATION IN THE AMOUNT OF \$2,600,000 OF GENERAL FUND OPERATING RESERVE, AS SECURITY FOR POTENTIAL PAYMENT OF TERMINATION PAYMENTS UNDER THE EXCLUSIVE NEGOTIATION AGREEMENT

WHEREAS, the City Council adopted a capital project budget appropriation in the amount of \$2,200,000 for Fiscal Year 2017/18 and \$3,000,000 for Fiscal Year 2018/19 for the Public Safety and City Administration Project (JL FC15PW02) (also referred to as the Civic Center and Downtown West End Gateway Project, or "Project"); and

WHEREAS, existing project budget in the current Fiscal Year 2017/18 is insufficient to cover the estimated project costs, therefore the capital project budget needs to be modified with additional appropriations in Fiscal Year 2017/18 and a corresponding reduction in appropriations for Fiscal Year 2018/19; and

WHEREAS, the City Council has considered all information related to this matter, as presented at the public meetings of the City Council identified herein, including any supporting reports by City Staff, and any information provided during public meetings.

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City of Napa, as follows:

1. The City Council hereby finds that the facts set forth in the recitals to this Resolution are true and correct, and establish the factual basis for the City Council's adoption of this Resolution.

2. The City Council hereby authorizes the City Manager or designee to execute, on behalf of the City, the Exclusive Negotiation Agreement ("ENA") for the Civic

## ATTACHMENT 1

Center and Downtown West End Gateway Project ("Project") with Plenary Properties Napa, LLC.

3. The City Council hereby authorizes the City Manager or designee to execute, on behalf of the City, Amendment No. 1 to Agreement No. C2017-213 with Arup North America Ltd., for additional project management services for the Project, in the increased amount of \$1,711,840, for a total contract amount not to exceed \$1,836,340.

4. The City Council hereby authorizes the City Manager or designee to execute, on behalf of the City, Amendment No. 3 to Agreement No. C2015-033 with Jones Lang LaSalle Americas, Inc., for architectural and technical review services, in the total amount of \$43,000, for a total contract amount not to exceed \$893,000.

5. The City Council hereby authorizes the City Manager or designee to execute, on behalf of the City, a future contract amendment to Agreement No. C2015-033 with Jones Lang LaSalle Americas, Inc., for real estate advisory and negotiations support services, in the total amount of \$265,000, for a total contract amount not to exceed \$1,158,000.

6. The City Council hereby authorizes the City Manager or designee to execute, on behalf of the City, a future contract with FirstCarbon Solutions, for environmental planning services, in the total amount of \$175,000.

7. The City Council hereby authorizes an appropriation of \$1,295,880 from the FY 2018/19 Civic Center Consolidation Project budget to the project as follows:

### SOURCES:

\$2,098,147	Civic Center Consolidation Project (FC15PW02) (Existing FY 17/18 Budget)
\$ (560,060)	Civic Center Consolidation Project (FC15PW02) (Existing encumbrances for the project)
\$1,295,880	Civic Center Consolidation Project (FC15PW02) (Re-appropriated from FY 18/19 Budget, to be funded by CIP Reserve Funds)
\$2,833,967	TOTAL

### USES:

\$2,833,967	Civic Center Consolidation Project (FC15PW02)
\$2,833,967	TOTAL

## ATTACHMENT 1

8. The City Council hereby authorizes an appropriation of \$2,600,000, from the General Fund Operating Reserve as follows:

SOURCES:

\$2,600,000            General Fund Operating Reserves

USES:

\$2,600,000            Termination payment to Plenary Properties Napa, LLC (should such payment become required under the terms of the Exclusive Negotiation Agreement).

9. The City Council hereby authorizes the City Manager or designee, to execute future contracts and amendments for services, within the approved Project budget of \$2,833,967 as necessary to facilitate successful completion of the Project consistent with the City's obligations under the ENA.

10. This Resolution shall take effect immediately upon its adoption.

I HEREBY CERTIFY that the foregoing Resolution was duly adopted by the City Council of the City of Napa at a public meeting of said City Council held on the 5<sup>th</sup> day of September, 2017, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST: \_\_\_\_\_

Dorothy Roberts  
City Clerk

Approved as to form:

\_\_\_\_\_  
Michael W. Barrett  
City Attorney