

**AMENDMENT NO. 12 OF
NAPA COUNTY FLOOD PROTECTION AND WATERSHED
IMPROVEMENT AUTHORITY AGREEMENT NO. 14
CITY OF ST. HELENA AGREEMENT NO. 99-116
MEASURE A FUNDING AGREEMENT**

THIS AMENDMENT NO. 12 (“Amendment”) OF NAPA COUNTY FLOOD PROTECTION AND WATERSHED IMPROVEMENT AUTHORITY AGREEMENT NO. 14 and CITY OF ST. HELENA AGREEMENT NO. 99-116 (“Agreement”) is made and entered into as of this 24th day of October, 2017, by and between the NAPA COUNTY FLOOD PROTECTION AND WATERSHED IMPROVEMENT AUTHORITY, a public authority established pursuant to section 7285.5 of the Revenue and Taxation Code (“NCFPWIA”) and the CITY OF ST. HELENA, a municipal corporation (“CITY”).

RECITALS

WHEREAS, on or about August 24, 1999, NCFPWIA and CITY entered into the Agreement, subsequently amended as of July 1, 2000, April 9, 2002, March 11, 2003, September 9, 2004 and October 5, 2004 under which CITY received from NCFPWIA funding for the City of St. Helena Comprehensive Flood Protection Study from the proceeds of the Flood Protection Sales tax, a voter-approved special tax authorized by the Napa County flood protection Sales Tax Ordinance (“Ordinance”) which also authorized issuance of sales tax revenue bonds to finance the projects identified in the Ordinance; and

WHEREAS, on March 15, 2005, the Napa County Flood Protection and Watershed Improvement Authority Limited Tax Subordinate bonds, 2005 Series A (“2005 Bonds”) were issued in the amount of \$13,655,000 by NCFPWIA on behalf of CITY to fund CITY projects identified in the Ordinance; and

WHEREAS, on June 21, 2005, September 12, 2006, February 6, 2007, July 31, 2007, and again on June 24, 2008 NCFPWIA and CITY further amended the Agreement to reflect actual expenditures and disbursement of the proceeds of the 2005 Bonds to CITY in Fiscal Years 2004-2005, 2005-2006, 2006-2007 and 2007-2008 to move unspent balance of the Bond into Fiscal Year 2008-2009 and to extend the term of the Agreement through June 30, 2009; and

WHEREAS, on June 29, 2010, NCFPWIA and CITY amended the Agreement to provide \$2.5 Million in Measure A funds and to extend the term of the Agreement through June 30, 2011; and

WHEREAS, the CITY now wishes to add funding to finance the California State Revolving Fund payments.

TERMS

NOW, THEREFORE, IT IS AGREED by NCFPWIA and the CITY that the Agreement is amended as follows:

- 1) Paragraph 1 of the Agreement is amended to read in full, and subparagraphs (f) and (g) are added to Paragraph 2 of the Agreement, as follows:

1. **Term of the Agreement.** The term of this Agreement shall commence on July 1, 1999, and shall expire on June 30, 2018 or at such time as all available Measure A funds applicable to the CITY's projects have been disbursed, whichever is later, except that the obligations of CITY to NCFPWIA under Sections 7 (Insurance) and 15 (Mutual Indemnification) shall continue in full force and effect after said expiration date as to the liability for acts and omissions occurring during the term of this Agreement. In addition, the obligations of CITY to NCFPWIA under Section 5 (Reporting) and Section 6 (Records and Monitoring) shall also survive said expiration date.

2. **Funding.**

- (f) Disbursement to CITY of Measure A Proceeds. NCFPWIA hereby agrees to transfer to CITY Measure A funds to: 1) reimburse for the California State Revolving Fund (SRF) expenditures of \$526,805 made in each Fiscal Year, FY 2015-2016 and FY 2016-2017, for a total amount of \$1,053,610; and 2) fund \$4,300,000 for the SRF in FY 17-18, contingent upon there being sufficient and available Measure A funds/revenues. In the event that available Measure A funds/revenues applicable to the CITY's projects exceed \$4,300,000 at the conclusion of the Measure A sales tax term, the remaining available Measure A funds applicable to the CITY's projects shall be provided to CITY to be used solely for its SRF payments. CITY acknowledges that if the Measure A revenues are not available or are insufficient through the remaining term of the Measure A tax which sunsets on June 30, 2018, the CITY shall fund the SRF balance and its remaining projects with other sources of revenue.

- (g) Total Approved Measure A Proceeds. The total maximum amount approved as of Amendment No. 12 is TWENTY THREE MILLION, FIVE HUNDRED EIGHT THOUSAND AND THIRTY-FOUR DOLLARS (\$23,508,034), subject only to a potential increase as provided in Paragraph 2(f) above, as shown below:

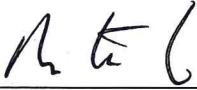
Agreement/Amendment No.	Authorized Amount
Original	\$55,000
#1	\$100,000
#2	\$775,000
#3	\$316,939
#4	\$752,485
#5	\$0
#6	\$10,650,000
#7	\$3,005,000
#8	\$0
#9	\$0
#10	\$0
#11	\$2,500,000
#12	\$5,353,610
TOTAL	\$23,508,034

- 2) This Amendment No. 12 shall be effective as of the date first above written.
- 3) Except as provided in Sections 1) and 2) above of this Amendment, the terms and conditions of the Agreement shall remain in full force and effect as originally approved and last amended.

[REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]

IN WITNESS WHEREOF, the duly authorized representatives of the parties to the Agreement have executed this Amendment No. 12 as of the date first above written.

CITY OF ST. HELENA

By 
Mark Prestwich
City Manager


“CITY”

ATTEST: Cindy Tzafopoulos
St. Helena City Clerk

By 

APPROVED AS TO FORM:


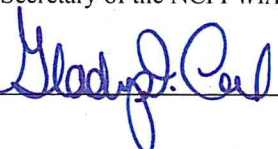
Tom Brown
St. Helena City Attorney

By 

NAPA COUNTY FLOOD PROTECTION AND
WATERSHED IMPROVEMENT AUTHORITY

By 
Belia Ramos
Chair of the Governing Board of NCFPWIA

“NCFPWIA”

<p>APPROVED AS TO FORM NCFPWIA Legal Counsel</p> <p>By: <u>Jeffrey M. Richard</u> (via e-signature)</p> <p>Legal Counsel</p> <p>Date: <u>October 18, 2017</u></p>	<p>APPROVED BY THE GOVERNING BOARD OF THE NCFPWIA</p> <p>Date: <u>12/19/2017</u></p> <p>Processed by: <u></u> Deputy Secretary</p>	<p>ATTEST: GLADYS I. COIL Secretary of the NCFPWIA</p> <p>By: <u></u></p>
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CITY OF ST. HELENA

RESOLUTION NO. 2017-139

**APPROVING AMENDMENT NO. 12 OF
THE CITY NAPA COUNTY FLOOD
PROTECTION AND WATERSHED
IMPROVEMENT AUTHORITY
AGREEMENT NO. 14 AND CITY OF
ST. HELENA AGREEMENT NO. 99-
116 FOR THE APPROPRIATION OF
MEASURE A FUNDS**

RECITALS

- A. In 1999, The Napa County Flood Protection and Watershed Improvement Authority (NCFPWIA) and City entered into a funding agreement, subsequently amended as of October 24, 2000, October 8, 2002, March 11, 2003, August 12, 2003, September 14, 2004, May 24, 2005, July 11, 2006, November 28, 2006, June 26, 2007, June 10, 2008, AND June 8, 2010 under which City will receive from NCFPWIA funding for the **City of St. Helena Comprehensive Flood Protection Project** from the proceeds of the Flood Protection Sales Tax, a voter-approved special tax by Measure A; and
- B. NCFPWIA and the City now resolve to amend the Agreement to provide reimbursement for funds in FY 16 and FY 17 and provide expenditure of funds through the duration of Measure A through Fiscal Year 2018.

RESOLUTION


The City Council of the City of St. Helena hereby resolves as follows:

- 1. The Mayor is authorized to execute Amendment No. 12 of Napa County Flood Protection and Watershed Improvement Authority Agreement No. 14 and City of St. Helena Agreement No. 99-116.

Approved at a Regular Meeting of the St. Helena City Council on October 24, 2017 by the following vote:

Mayor Galbraith:	Yes
Vice Mayor White:	Yes
Councilmember Dohring:	Yes
Councilmember Ellsworth:	Yes
Councilmember Koberstein:	Yes

APPROVED:


Alan Galbraith, Mayor

ATTEST:


Cindy Tzafopoulos, City Clerk

