

RESOLUTION NO. 25-__ (FC)

RESOLUTION OF THE NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT BOARD OF DIRECTORS, STATE OF CALIFORNIA: (1) DECLARING THE DISTRICT BOARD'S INTENTION TO SELL THE REAL PROPERTY LOCATED AT 1317 MCKINSTRY STREET, NAPA, CALIFORNIA, APN 044-260-004 (2) ESTABLISHING A MINIMUM PRICE FOR SALE OF THE PROPERTY AND OTHER TERMS, CONDITIONS AND REQUIREMENTS APPLICABLE TO ALL BIDS; (3) SETTING THE PROCEDURES, DATE, TIME, AND PLACE FOR THE OPENING AND REVIEW OF SEALED BIDS FOR PURCHASE OF THE PROPERTY; (4) SETTING THE DATE, TIME AND PLACE FOR A MEETING OF THE DISTRICT BOARD OF DIRECTORS AT WHICH THE DISTRICT BOARD SHALL CONSIDER DISTRICT STAFF'S RECOMMENDATIONS REGARDING SELECTION AND ORDER OF BIDS; AND (5) DIRECTING THE CLERK OF THE DISTRICT BOARD TO PUBLISH AND POST NOTICE

WHEREAS, the Napa County Flood Control and Water Conservation District ("District") acquired certain real property located at 1317 McKinstry Street, in the City of Napa, State of California, with Assessor's Parcel Number 044-260-004 ("Property"), that is more particularly described at Exhibit "A," attached hereto and incorporated herein; and

WHEREAS, on November 1, 2005, the District Board of Directors ("District Board") adopted Resolution No. 05-15 (FC) declaring the Property as surplus; and

WHEREAS, on District provided Notices of Availability of the surplus Property for or purchase to local public entities and housing sponsors and through the Housing and Community Development Surplus Lands Act Portal, as required by Government Code section 54222; and

WHEREAS, the District did not receive any notice, proposal, or indication of any interest in the Property from any of the agencies or entities specified by the Surplus Lands Act to whom notice was given of the District Board's decision to declare the Property as surplus; and

WHEREAS, the District has, thus, complied fully with the Surplus Lands Act (Government Code sections 54220 et seq.) prior to initiating steps to sell the Property; and

WHEREAS, it is the District Board's desire to sell the Property in a timely, expeditious manner to a purchaser whose proposed use of the Property is compatible with zoning and general plan restrictions applicable to the site (subject of course to discretionary approvals that may be required from the City of Napa); and

WHEREAS, Government Code section 25525 and the District bylaws require that the District Board of Directors, by at least a majority vote of all of its members, adopt a resolution declaring the District's intention to sell the Property, setting forth a description of the Property, the minimum price for sale of the Property, and any other terms and conditions of such sale that shall apply to Bids, and establishing the procedures, date, time, and place for the opening and consideration of sealed Bids for purchase of the Property; and

WHEREAS, the District has retained a real estate broker in connection with the contemplated sale and will pay from the proceeds of sale a broker's commission in the amount in accordance with Napa County Agreement No. 240033B, incorporated herein by reference. Should the sales price be at or below \$2,500,000, the commission will be two and one-half percent (2.5 %) of the sales price, the disclosure of which is required by Government Code section 25527.

NOW, THEREFORE, BE IT RESOLVED by the District Board as follows:

1. The foregoing recitals are true and correct and incorporated herein.
2. The District Board declares the District's intention to sell the Property, consisting of .53 acres located 1317 McKinstry Street, City of Napa, State of California, APN 044-260-004.
3. The District Board declares that the minimum net bid price that will be acceptable shall be the sum of One Million One Hundred Thousand Dollars (\$1,100,000.00), in net proceeds to the District after payment of any and all brokerage commissions owed to the bidder/buyer's real estate broker(s), and after payment of all escrow, title, and recording fees (the "Net Minimum Price"). It shall be the sole responsibility of the Buyer of the Property to pay through escrow all amounts necessary to pay any and all real estate brokerage commissions or fees owed to any real estate brokers or agents retained by or representing the Buyer, and any and all escrow, title and recording fees and costs.
4. The District is selling the Property in "as-is" condition with the requirement that all bidders will represent in their bid package ("Bids") that they have conducted their own independent due diligence investigation of the Property prior to submission of Bids, and that they understand all applicable zoning and land use restrictions on the Property.
5. The District Board establishes the following requirements, prerequisites, terms, and conditions that will be specified in a Request for Proposals ("RFP") to be issued by the District Manager, which will govern. and/or be required of, all Bids before they may be deemed responsive and considered:
 - a. The Bid must be in writing and signed by the bidder and comply with all of the procedural and substantive provisions of the RFP.
 - b. The Bid must be for a net purchase price that meets or exceeds the Net Minimum Price of \$1,100,000 that the District must receive after payment of any and all brokerage commissions owed to the bidder/buyer's real estate broker(s) and all escrow, title and recording fees.
 - c. The Bidder must agree to lease the Property back to the District, rent-free, for a period ending no later than December 31, 2028. Termination of the lease prior to December 31, 2028 shall be at the sole option of the District. The Bidder must agree to the District's retention of a 2,019 square foot slope easement.

- d. The Bid must describe the bidder's proposed short-term and long-term intended uses of the Property.
- e. The Bid must state whether or not a broker's commission is to be paid to a buyer's broker and, if so, provides the name(s) of any broker to whom a commission is to be paid, and the rate and/or method of calculating the amount of the commission to be paid.
- f. The Bid must be accompanied by a deposit in the form of a cashier's check (which must be the equivalent of cash) payable to Fidelity National Title (with reference to the purpose of purchasing the District Property) in the amount of \$100,000.00 (the "Deposit").
- g. The Bid must be accompanied by the bidder's signed Purchase and Sale Agreement in the form attached to the RFP, without modification (the "Agreement"), with the amount of the Bidder's proposed purchase price filled in and initialed by the Bidder's authorized signatory.
- h. All Bids must include a signed written statement ("Bid Statement") from the bidder (using the form that will be provided to bidders as part of the RFP), which states as follows:
- i) The bidder agrees to buy and accept the Property in "as-is" condition.
 - ii) The bidder represents and agrees that the bidder has conducted independent due diligence investigation of the Property prior to submission of the Bid, understands all applicable zoning and land use restrictions on the Property, and understands the City of Napa's land use entitlement and permitting process.
 - iii) The bidder acknowledges that the Property is located in an area of potential flooding, acknowledges the importance of existing and future flood control improvements adjacent to or in the vicinity of the Property, and acknowledges and agrees to honor the right and need of the Napa County Flood Control and Water Conservation District ("Flood District") regularly to access the Property in order to maintain such flood control improvements, including some work that must be done from time to time during business hours.
 - iv) The bidder acknowledges that, at the time of property transfer, District will grant to the City of Napa a slope easement on the Property along Soscol Avenue, the details of which will be described and depicted in the RFP.
 - v) The bidder shall, if selected to purchase the Property, comply with all laws, ordinances, codes, rules, covenants, restrictions, regulations, and licensing requirements that are applicable to the Property and to any proposed

development of the Property, including such laws and regulations of any and all federal, state, and local agencies having jurisdiction and /or authority.

vi) The bidder agrees to cooperate with the District in good faith to complete all actions and to prepare and execute all documents and instruments to complete the purchase and transfer of the Property.

vii) If selected as the purchaser of the Property, the bidder agrees to waive any and all contingencies to close of escrow no later than thirty (30) days after the Agreement is fully executed, and to close escrow on the purchase of the Property no later than forty-five (45) days after the Agreement is fully executed.

viii) If selected as the purchaser of the Property, the bidder agrees to pay through escrow all amounts necessary to pay any and all real estate brokerage commissions or fees owed to any real estate brokers or agents retained by or representing the Buyer, and any and all escrow, title and recording fees and costs necessary for consummation of the purchase.

i. The procedure and order for the District's acceptance of Bids and the handling and application of Deposits shall be as follows:

i) Subject to further adoption of a Resolution by this District Board as described below, after the opening of Bids by the Bid Selection Committee ("Committee") and the consideration of the Committee's recommendations, the intent is to accept the Bid from the highest responsive bidder (the "Selected Bidder").

ii). The Selected Bidder's Deposit shall become non-refundable upon the Selected Bidder's waiver of contingencies to close of escrow or upon the date upon which the Selected Bidder will be deemed to have waived all contingencies as specified in the Agreement, whichever occurs first, and shall be credited toward payment of the purchase price at the close of escrow.

iii) If for any reason escrow fails to close on the Agreement with the Selected Bidder, then District staff will promptly notify the next highest responsive bidder of the District's acceptance of that bidder's Bid as the next Selected Bidder, which acceptance shall become effective upon timely receipt of the required Deposit from that bidder. That new Selected Bidder shall be given five (5) days in which to deliver to the District a Deposit, again in the form of a cashier's check (which must be the equivalent of cash) payable to Fidelity National Title (with reference to the purpose of purchasing the District Property), and again in the amount of \$100,000.00. The new Selected Bidder's Deposit shall, as with that of any prior Selected Bidder, become non-refundable upon the Selected Bidder's waiver of contingencies to close of escrow or upon the date upon which the Selected Bidder will be deemed to have waived all contingencies

as specified in the Agreement, whichever occurs first, and shall be credited toward payment of the purchase price at the close of escrow.

iv) At such time as the next Selected Bidder provides the Deposit and indicates a desire to proceed with the purchase of the Property, then the District will use the Purchase and Sale Agreement executed by that Bidder, which that Bidder submitted along with its proposal and bid package, shall have that Agreement signed by the Chair of the District Board, and shall cause escrow to be opened with the new Selected Bidder.

v) This same procedure shall apply to the sequence of the District's acceptance of Bids from other responsive bidders and handling of their Deposits, in order of highest responsive bid to lowest responsive bid, until the list of responsive bidders is exhausted.

6. Pursuant to Government Code section 25527, the District Board intends that the District will pay a broker's commission to Colliers International on the sale in an amount in accordance with Napa County Agreement No. 240033B. Should the sales price be at or below \$2,500,000, the commission will be calculated as two and one-half percent (2.5%) of the purchase price received by the District for the Property.

7. Pursuant to Government Code section 25539, the District Board hereby orders the use of a procedure alternative to that required by Government Code sections 25526 to 25535 with respect to the manner in which, and the location at which, the Property may be sold:

a. The District Board delegates to the District Manager the authority to designate a committee of no fewer than three and no more than five people who shall serve as the Bid Selection Committee (the "Committee"). The Committee shall together, in public and at the time and place specified below, open and review all sealed Bids and carry out the following duties:

i) Determine which Bids are responsive according to the criteria and requirements listed above and in the RFP;

ii) Announce which Bids are determined to be responsive and which Bids are determined to be non-responsive and the basis for that determination as to each Bid found to be non-responsive;

iii) Allow the non-responsive bidders an opportunity to show the Committee how the information expressly stated or contained within the four corners of their written Bid satisfies those terms and conditions and why the Bid should be determined to be responsive;

iv) Consider whether the determination of non-responsiveness as to any Bid should be changed based on the bidder's showing of where in the Bid the information satisfying the terms and conditions of responsiveness is set forth (and

the Committee should not consider supplemental information not set forth in the Bid);

v) Determine which responsive Bid offers the highest net purchase price for the Property (net of any commissions to be paid to any broker retained by the bidder);

vi) Announce publicly which responsive Bid is the highest and would thus be the Bid that the Committee would recommend to the District Board be accepted in the absence of any oral overbids;

vii) After making that announcement, call for oral overbids in accordance with Government Code section 25531 (each of which must be at least 5 percent higher than the last highest and responsive Bid or oral overbid) from those bidders whose written Bids were determined to be responsive;

viii) If any oral overbid is made by a bidder whose written bid was determined to be responsive, ask each of the oral bidders to confirm in writing that the oral overbid is also subject to all of the terms, conditions, statements, and promises made by the bidder in its written bid;

ix) Announce publicly, after any and all oral overbids are taken, the order of the responsive Bids, including all oral overbids, from highest to lowest in the net amount offered for purchase of the Property, which will form the sequence of acceptance of responsive bids to be recommended to the District Board;

x) Assist the District Executive Officer in presenting the recommendations to the District Board of which Bid should first be accepted by the District Board, and the order of other responsive Bids to be accepted in sequence.

8. Bids and all materials required above as part of the Bids must be presented to the District no later than noon on October 27, 2025, by delivery to the person and address specified in the RFP. The Committee shall open and evaluate the Bids at 1:30 p.m. on October 28, 2025, at the Flood District Office located at 804 First Street, Napa, CA 94558. The Committee's opening of sealed bids, determination of which Bids are responsive, invitation of oral overbids, and determination of the highest responsive Bid and the order of other Bids that may be accepted in sequence from highest to lowest pursuant to the procedure specified above, shall then take place at that time and place.

9. The Committee's recommendation shall be presented by the District Executive Officer for consideration at the regular District Board meeting on November 25, 2025, at 9:00 a.m., in the Board of Supervisors meeting room, 1195 Third St., Third Floor, Napa, California 94559.

10. Except for the delegation of authority to the District Executive Officer and the District Executive Officer's designated members of the Committee, as described above, all of the provisions of Government Code sections 25526, et seq. and the District's bylaws, shall be applicable to the process of selling the Property and the purchase and sale of the Property shall not occur unless and until the District Board adopts a resolution pursuant to Government Code section 25535.

11. Notwithstanding the Committee's recommendations, the District Board reserves the right to reject any and all Bids.

12. The Clerk of the District Board is hereby directed to: (a) post the attached Notice of Adoption of Resolution of Intent to Sell ("Notice"), along with a copy of this resolution as signed by the District Board Chair, in three public places in the County, not less than 15 days prior to October 27, 2025; and (b) to publish the Notice in a newspaper of general circulation in Napa County, in compliance with Government Code section 6063, once per week for three consecutive weeks prior to that date.

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THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED by the Board of Directors of the Napa County Flood Control and Water Conservation District at a regular meeting of the District Board held on the 12th day of August 2025, by the following vote:

AYES: DIRECTORS _____

 NOES: DIRECTORS _____

 ABSTAIN: DIRECTORS _____

 ABSENT: DIRECTORS _____

NAPA COUNTY FLOOD CONTROL AND
 WATER CONSERVATION DISTRICT,
 a special district of the State of California

By: _____
 JOELLE GALLAGHER, Chairperson of the
 Board of Directors

<p>APPROVED AS TO FORM Office of District Counsel</p> <p>By: Shana A. Bagley District Counsel</p> <p>Date: <u>August 4, 2025</u> [PL No 134180_4</p>	<p>APPROVED BY THE BOARD OF DIRECTORS OF THE NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT</p> <p>Date: _____ Processed By: _____ Deputy Secretary of the District Board</p>	<p>ATTEST: NEHA HOSKINS Secretary of the District Board</p> <p>By: _____</p>
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**NOTICE OF ADOPTION OF RESOLUTION OF INTENT TO SELL
NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION
DISTRICT PROPERTY LOCATED AT 1317 MCKINSTRY STREET,
NAPA, CALIFORNIA**

NOTICE IS HEREBY GIVEN that the Board of Directors of the Napa County Flood Control and Water Conservation District, County of Napa, State of California, did, on the 12th day of August 2025, adopt Resolution No. 2025-___ (FC) (the “Resolution of Intent”), by not less than a majority vote of all of its members, declaring the District’s intention to sell the following real property on the terms, conditions and requirements stated in the Resolution of Intent:

A .53 acre parcel of real property located at 1317 McKinstry Street, in the City of Napa, State of California, with Assessor’s Parcel Number 044-260-004-000 (the “Property”)

The complete terms, conditions, and procedures for sale of the Property are set forth in the Resolution of Intent, copies of which are available to be obtained from the Office of the Secretary of the District Board, 1195 Third Street, Suite 310, Napa, California 94559.

NOTICE IS FURTHER GIVEN that at 1:30 p.m. on October 28, 2025, at the Flood District Office located at 804 First Street, Napa, CA 94558, the Bid Selection Committee shall open and evaluate Bids and call for any oral overbids (as that Committee’s procedures are described and governed by the Resolution of Intent).

NOTICE IS FURTHER GIVEN that on November 25, 2025, at 9:00 a.m., in the Board of Supervisors meeting room, 1195 Third St., Third Floor, Napa, California 94559, the District Board of will consider the recommendations of the Bid Selection Committee regarding the order of responsive Bids to be accepted by the District for purchase of the Property, and will consider adoption of a resolution under Government Code section 25535 authorizing sale of the Property pursuant to the Resolution of Intent and the Committee’s recommendations.

DATED: August __, 2025

ATTEST: NEHA HOSKINS
 Secretary of the District Board

EXHIBIT "A"

LEGAL DESCRIPTION

For APN/Parcel ID(s): 044-260-004-000 and 044-260-006-000

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF NAPA, COUNTY OF NAPA, STATE OF CALIFORNIA AND IS DESCRIBED AS FOLLOWS:

PARCEL ONE:

COMMENCING AT THE POINT FORMED BY THE INTERSECTION OF THE NORTHEASTERN LINE OF LAWRENCE STREET WITH THE NORTHEASTERLY EXTENSION OF THE SOUTHEASTERN LINE OF CLINTON STREET; RUNNING THENCE ALONG THE NORTHEASTERN LINE OF LAWRENCE STREET NORTH 32° 12' WEST 391.29 FEET TO THE INTERSECTION THEREOF WITH THE EASTERN LINE OF TRANCAS STREET (AS IT EXISTED AS OF JULY 8, 1953); THENCE ALONG THE EASTERN LINE OF SAID TRANCAS STREET DUE NORTH 450.39 FEET TO THE INTERSECTION THEREOF WITH THE SOUTHWESTERN LINE OF MCKINSTRY STREET; THENCE ALONG THE SOUTHWESTERN LINE OF MCKINSTRY STREET SOUTH 32° 12' EAST 772.40 FEET TO THE INTERSECTION THEREOF WITH THE NORTHEASTERLY EXTENSION OF THE SOUTHEASTERN LINE OF CLINTON STREET; THENCE ALONG SAID LAST MENTIONED LINE SOUTH 57° 48' WEST 240.00 FEET TO THE POINT OF COMMENCEMENT.

EXCEPTING THEREFROM ALL THAT PORTION THEREOF CONVEYED TO THE CITY OF NAPA, A MUNICIPAL CORPORATION, FOR PUBLIC STREET PURPOSES, RECORDED JUNE 7, 1974 IN BOOK 938, PAGE 46 OF OFFICIAL RECORDS OF NAPA COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE SOUTHWESTERN LINE OF THE CITY STREET KNOWN AS MCKINSTRY STREET WITH THE EASTERN LINE OF THE CITY STREET KNOWN AS SOSCOL AVENUE, SAID EASTERN LINE BEING THE EASTERN LINE OF THE CITY STREET FORMERLY KNOWN AS TRANCAS AVENUE, AS SAID TRANCAS AVENUE AND MCKINSTRY STREET ARE SHOWN ON THE MAP ENTITLED "RECORD OF SURVEY MAP OF A PORTION OF THE LANDS OF JOHN LUCHINI, ET UX", FILED SEPTEMBER 2, 1959 IN BOOK 5 OF SURVEYS AT PAGE 1 IN THE OFFICE OF THE COUNTY RECORDER OF SAID NAPA COUNTY; THENCE SOUTH 32° 34' 15" EAST ALONG SAID SOUTHWESTERN LINE OF SAID MCKINSTRY STREET 244.76 FEET; THENCE NORTH 80° 32' 45" WEST 62.76 FEET; THENCE SOUTH 150.00 FEET; THENCE SOUTH 4° 45' EAST 241.35 FEET TO THE NORTHEASTERN LINE OF LAWRENCE STREET; THENCE NORTH 32° 34' 15" WEST 166.89 FEET TO SAID EASTERN LINE OF SOSCOL AVENUE; THENCE NORTH ALONG SAID LINE 445.81 FEET TO THE POINT OF COMMENCEMENT.

ALSO EXCEPTING THEREFROM ALL THAT PORTION CONVEYED TO VICKI DEDOMENICO MCMANUS AND MARLA DEDOMENICO BLEECHER, CO-TRUSTEES OF THE VINCENT M. DEDOMENICO AND MILDRED DEDOMENICO TRUST AS SHOWN IN THE GRANT DEED RECORDED SEPTEMBER 15, 2008, AS RECORDING NO. 2008-0023322, OFFICIAL RECORDS.

FURTHER EXCEPTING THEREFROM ALL THAT PORTION CONVEYED TO NAPA VALLEY WINE TRAIN, INC., A CALIFORNIA CORPORATION AS SHOWN IN THE GRANT DEED RECORDED SEPTEMBER 15, 2008, AS RECORDING NO. 2008-0023323, OFFICIAL RECORDS.

PARCEL TWO:

RIGHTS TO WATER PIPELINE AND FENCING FROM THE CITY OF NAPA, AS DESCRIBED IN THAT CERTAIN DEED RECORDED OCTOBER 15, 1948 IN BOOK 298, PAGE 120 OF OFFICIAL RECORDS OF NAPA COUNTY