

RESOLUTION NO. 2009-XXX

1
2 **RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CALISTOGA, COUNTY OF NAPA,**
3 **STATE OF CALIFORNIA, AUTHORIZING THE EXECUTION OF THE FIRST AMENDMENT**
4 **TO THE PROFESSIONAL SERVICES AGREEMENT BETWEEN THE CITY OF CALISTOGA**
5 **AND CALISTOGA AFFORDABLE HOUSING, INC. FOR HOUSING RELATED SERVICES**
6

7 **WHEREAS**, City and Consultant are parties to that certain Professional Services
8 Agreement for housing related services dated April 3, 2007 ("Agreement");
9

10 **WHEREAS**, the scope of services set forth in the Agreement are to be completed no later
11 than April 4, 2012;
12

13 **WHEREAS**, City has determined that Consultant has an ownership interest in property
14 within the City that may be affected by the performance of Consultant's services under the
15 Agreement;
16

17 **WHEREAS**, due to Consultant's ownership interest, the City desires to eliminate certain
18 tasks within the Agreement that could have an impact on Consultant's interest;
19

20 **WHEREAS**, during the January 20, 2009 City Council meeting, the City Council made
21 clear that the City continues to desire Consultant's professional services as outlined in Section 1
22 of the Agreement; and
23

24 **WHEREAS**, City and Consultant desire to enter into this First Amendment to revise the
25 Agreement as set forth in Attachment 1.
26

27 **NOW, THEREFORE BE IT RESOLVED**, that the City Council hereby authorizes the City
28 Manager to execute an amendment to the Professional Services Agreement for affordable
29 housing services with Calistoga Affordable Housing in substantially the same form as the
30 agreement attached hereto for a contract amount not-to-exceed \$25,000 per year to be paid on
31 a quarterly basis based upon services rendered.
32

33 **PASSED, APPROVED, AND ADOPTED** by the City Council of the City of Calistoga at a
34 regular meeting held this ____ day of _____ 2009 by the following vote:
35

36 **AYES:**
37 **NOES:**
38 **ABSTAIN/ABSENT:**
39
40

41 _____
JACK GINGLES, Mayor

42 **ATTEST:**
43
44

45 _____
SUSAN SNEDDON, City Clerk

**First Amendment to the Professional Services Agreement by and
between the City of Calistoga and Calistoga Affordable Housing, Inc.
for Housing Related Services**

1 THIS FIRST AMENDMENT to the Professional Services Agreement by and
2 between the City of Calistoga ("City") and Calistoga Affordable Housing, Inc.
3 ("Consultant") for housing related services ("First Amendment") is entered into as of the
4 ____ day of _____, 2009 ("Effective Date"), by and between City and Consultant.
5

Recitals

6
7
8 WHEREAS, City and Consultant are parties to that certain Professional Services
9 Agreement for housing related services dated April 3, 2007 ("Agreement");
10

11 WHEREAS, the scope of services set forth in the Agreement are to be
12 completed no later than April 4, 2012;
13

14 WHEREAS, City has determined that Consultant has ownership interests in
15 property within the City that may be affected by the performance of Consultant's
16 services under the Agreement;
17

18 WHEREAS, due to Consultant's ownership interests, the City desires to
19 eliminate certain tasks within the Agreement that could have an impact on Consultant's
20 interest and clarify provisions regarding potential conflicts of interest;
21

22 WHEREAS, during the January 20, 2009 City Council meeting, the City Council
23 made clear that the City continues to desire Consultant's professional services as
24 outlined in Section 1 of the Agreement; and
25

26 WHEREAS, City and Consultant desire to enter into this First Amendment to
27 revise the Agreement as set forth below.
28

Agreement

29
30
31 NOW, THEREFORE, in consideration of the following mutual promises, the
32 parties hereby amend the Agreement as follows:
33

34 1. Section 1, Scope of Services. The Scope of Work that is attached as
35 Exhibit A to the Agreement is hereby deleted in its entirety and replaced with the
36 Scope of Work attached hereto and incorporated herein as Exhibit A-1.
37

38 2. Section 2, Time of Performance. Section 2 is hereby deleted in its
39 entirety and replaced with the following: "The services of Consultant are to
40 recommence no sooner than _____, 2009 and, subject to City Council

41 approval, be completed no later than June 30, 2012. Any changes to these
42 dates must be approved in writing by the City Manager or his or her designee."
43

44 3. Section 3.B., Timing of Payment. Section 3.B. is hereby deleted in its
45 entirety and replaced with the following: "Payment for said services shall
46 commence on _____, 2009 and shall be made quarterly. Consultant shall
47 submit quarterly invoices, including cost records as necessary, to substantiate
48 performance of the services described herein. Within 30 days after receipt of
49 each such invoice, City shall verify the accuracy of the invoice and make
50 payment to Consultant in an amount equal to the amount of such invoice.
51

52 4. Section 6, Interest of Consultant. Section 6 is hereby deleted in its
53 entirety and replaced with the following: "Consultant (including principals,
54 associates, and professional employees) acknowledges that it possesses
55 investments or interests in real property that may potentially be affected in some
56 manner or degree by the performance of Consultant's services outlined in
57 Exhibit A-1 ("Interest"). Consultant agrees that it will comply with all conflict of
58 interest regulations of City and the State of California Fair Political Practices
59 Commission, and will be solely responsible for any fines or penalties imposed by
60 any regulatory authority, including the City that it may incur as a result of the
61 Interest. Consultant agrees to provide to City, on an annual basis or upon new
62 acquisition of investment or real property, a report detailing all ownership
63 interests in real property in the City of Calistoga.
64

65 Consultant further warrants and represents that it is not a designated employee
66 or public official within the meaning of the Political Reform Act because
67 Consultant:
68

69 (1) will conduct research and arrive at conclusions with respect to its rendition
70 of information, advice, recommendation or counsel independent of the City, City
71 staff, or any City official, and
72

73 (2) possesses no authority with respect to any City decision beyond the
74 rendition of information, advice, recommendation or counsel.
75

76 Consultant further warrants that it is a non-profit organization tax-exempt under
77 section 501 (c) 3 of the Internal Revenue Code and is presumed to not be
78 operated for political purposes since it complies with the provisions of section
79 18217 of the Regulations of the Fair Political Practices Commission Title 2,
80 Division 6, California Code of Regulations.
81

82 5. Section 25, News Releases/Interviews. Section 25 is hereby deleted in its
83 entirety and replaced with the following: "All Consultant and subconsultant news
84 releases, media interviews, testimony at hearings and public comment pertaining
85 to the services rendered in subsections 2 and 3 of Section A under the Priority

86 Specific Tasks to be Completed section of this Agreement, shall be prohibited
87 unless expressly authorized by the City.”

88
89 6. Agreement in Effect. Except as specifically amended by this First
90 Amendment, the Agreement shall remain in full force and effect.

91
92 7. Counterpart Signatures. This First Amendment may be signed in multiple
93 counterparts which, when signed by all parties, shall constitute a binding
94 agreement.

95 ***[Signatures to Follow on Next Page]***

96 IN WITNESS WHEREOF, City and Consultant have executed this First
97 Amendment as of the Execution Date.

98

99 CITY OF CALISTOGA

CONSULTANT

100

101

102 By: _____

By: _____

103 James C. McCann

Erica Sklar

104 Title: City Manager

Title: Executive Director

105

106

107 APPROVED AS TO FORM:

ATTEST

108

109

110 _____

111 Michelle Marchetta Kenyon

Susan Sneddon, City Clerk

112 City Attorney

EXHIBIT A-1

SCOPE OF WORK

The following represents the scope of work which defines the terms for each task, the delivery schedule of draft documents for City review and processing, and the anticipated completion date (e.g., Staff review, Planning Commission review and/or City Council action).

A. Priority Specific Tasks to be Completed

- 1. Preparation of a draft of a Local Housing Preference Policy that would provide a preference for eligible households that work and/or live in Calistoga to be used for the selection for available affordable rental and for-sale housing in accordance with state and federal fair housing laws.

Draft Policy to be delivered to the Planning & Building Director.

Project Completed: December 2008

- 2. Assistance with staff development of an Affordable Housing Strategy, as part of the Housing Element Update:

- a. Preparation of an existing rental and for-sale affordable housing inventory and assessment of market rate housing conditions. This task shall also include an evaluation of inventory results to assist staff on the development of future policies for the preservation and production of affordable housing units.
- b. Preparation of a household demographic survey. This task shall also include an evaluation of survey results to assist staff on the development of future polices for the preservation and production of affordable housing units.
- c. Collection and evaluation of population, employment and household trends.
- d. Assist staff in the preparation of a summary on the City's progress on Housing Element's goals, objectives, and implementing actions and the City's Affordable Housing regulations.

Delivery Schedule: Draft products to be delivered to the Planning & Building Director within the timeframes set forth in the scope of work for the Housing Element Update, or as modified by the Director.

Anticipated Product Completion Date: April, 2009

- e. Collection and evaluation of affordable housing policies, regulations and strategies from like communities. Evaluation to include

Deleted: that the Planning & Building Director desires immediate assistance in order to fulfill the short-term goals of City Council for affordable housing related projects, as adopted on May 15, 2007.

Deleted: Preference Ordinance

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Deleted: ¶ Anticipated Project Completion Date: January, 2009

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Deleted: CAH to prepare a general outline of work to be completed and presented to the Planning and Building Director for consent with Planning Commission input. This Work Program shall propose recommended timelines for anticipated completion of each task and the delivery of products to the Planning Director. Such work shall be completed in conjunction with assistance from the Housing Authority of the City of Napa. Proposed tasks shall include, but not limited to the following

Deleted: <#>Preparation of a statistically relevant inventory and a survey of existing rental and for-sale affordable and market-rate housing in the City. This task shall also include an evaluation of inventory and survey results to advise and guide policy decisions of the Commission/Council on future preservation and production of affordable housing units.¶

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44 identification of best management practices and policies,
45 regulations, other practices, and strategies for staff consideration.

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47 Delivery Schedule: Draft product to be delivered to the Planning & Building
48 Director within the timeframes set forth in the scope of work for the
49 Housing Element Update, or as modified by the Director.

Deleted: <#>Assist the Planning & Building Director in conducting a general education session to the Planning Commission and City Council on the City's existing housing program and its effectiveness, proposed recommendations, as well as affordable housing strategies in other communities.¶
<#>Preparation of any required amendments to the General Plan (e.g., Land Use, Community Character, and/or Housing Elements) and the Zoning Ordinance including, but not limited to, the City's Inclusionary Housing requirements and the fee-in-lieu program (e.g., Chapter 17.08 Affordable Housing of the Zoning Ordinance).¶

51 Anticipated Product Completion Date: May, 2009

53 3. Preparation of a draft Housing Conversion Ordinance for existing multi-
54 family dwelling units and mobile home parks.

56 Delivery Schedule: Draft Ordinance to be delivered to the Planning &
57 Building Director.

59 Anticipated Project Completion Date: June, 2009

Deleted: Work Program
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61 4.

63 **B. General Services to be Provided as Requested.**

65 1. Assist the Planning & Building Director in reviewing and providing an
66 assessment of new state and regional housing policies and programs.

68 2. Advise the Planning & Building Director on development projects ,with
69 respect to affordable housing issues.

Deleted: Project
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Deleted: Recommendations regarding potential modifications to the City's inclusionary Housing Policy.¶
Anticipated Project Completion Date: December, 2008

72 3. Assist the Planning & Building Director in preparation of the annual
73 Housing Element report to HCD, as necessary.

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75 **C. General Services Provided as a Matter of Course.**

77 1. Provide information regarding affordable housing to the public and City
78 officials.

80 2. Maintain a website with affordable housing information and links.

82 3. Provide mortgage default assistance and referrals to Calistoga
83 homeowners.

85 4. Maintain a library of information regarding affordable housing.

87 5. Make annual presentations to the City Council and/or Planning
88 Commission regarding affordable housing.

Deleted: <#>Provide general input on the proposed housing policy recommendations to be included in upcoming Urban Design Plan.¶
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- 6. Attend conferences and seminars regarding affordable housing issues.
- 7. Assist the City in meeting its obligations under state fair housing policies in order to maintain a certified housing element.
- 8. Advocate the preservation, rehabilitation and development of affordable housing.
- 9. Seek funding opportunities in the form of contributions, grants, loans and subsidies for affordable housing.

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