



Resolution No. 2022/23-12
Date: July 27, 2022

RESOLUTION NO. 2022/23-12 OF THE BOARD OF SANTA ROSA CITY SCHOOLS APPROVING (1) RATIFICATION OF 2019 MOU WITH CITY OF SANTA ROSA RELATING TO THE SALE OF FIR RIDGE SITE; (2) SUPPLEMENTAL AGREEMENT WITH CITY OF SANTA ROSA RELATING TO USE OF PROCEEDS FROM THE SALE OF THE FIR RIDGE SITE; and (3) THIRD AMENDMENT TO PURCHASE AND SALE AGREEMENT WITH CHRISTOPHERSON BUILDERS, LLC.

WHEREAS, the Santa Rosa City Schools (the “District”) currently owns the “Fir Ridge” Site, more particularly identified as APN 173-620-030, also known as “Lot F” (hereinafter the “Site”);

WHEREAS, in 2019, District and City of Santa Rosa (“City”) executed a Memorandum of Understanding (the “2019 MOU”) relating to the Site. The 2019 MOU contained provisions permitting the District to sell the site, and indicating that the District could only use proceeds from any sale of the Site for the purposes of (a) financing the construction or acquisition of housing for District employees; or (b) creating a revolving fund loan program to provide down payment assistance to District employees. The 2019 MOU also provided that the City would execute a quitclaim deed to facilitate the sale of the Site. The City has asked that the District agree to record the 2019 MOU, with the understanding that it would be released through the City’s quitclaim deed through close of escrow on the Site;

WHEREAS, the City has also requested that the District enter into a “Supplemental Agreement” with the City that would (a) memorialize that certain provisions of the 2019 MOU relating to the District’s spending rights and obligations that will survive the close of escrow on the Site and the recording of a quitclaim deed by the City, (b) require the District to deposit the sale proceeds in a separate account and provide a quarterly statement allowing the City to monitor the status of the funds, and (c) require the District to provide the City with notice of the intended use of the proceeds so that the City can confirm the use is consistent with the 2019 MOU and its intent to provide a meaningful benefit to a reasonable number of employees;

WHEREAS, on March 31, 2022, the District entered into a Purchase and Sale Agreement with Christopherson Builders, LLC (“Christopherson”) to sell the Site at a purchase price of \$3,000,000. This purchase price was based on Christopherson’s assumption that it could build approximately thirty (30) homes on the Site (roughly \$100,000 per lot). The District and Christopherson previously amended the Purchase and Sale Agreement twice to extend the due diligence period. During its due diligence, Christopherson learned that due to local building restrictions, it cannot build as many homes as originally anticipated, and the total number of market rate lots that can be developed on the Site cannot be known at this time. Thus, the District and Christopherson negotiated the terms of a Third Amendment to the Purchase and Sale Agreement (“Third Amendment”) which would require Christopherson to pay a purchase price of \$1,210,000.00 at close of escrow, plus an additional amount. Specifically, the Third Amendment to the Purchase and Sale Agreement would further require Christopherson to pay an additional \$110,000 for any market rate lot created on the Site in excess of eleven (11) lots, to be paid within thirty (30) days of approval of a final subdivision map. As part of the Third Amendment to the

Purchase and Sale Agreement, the parties would record an agreement against the Site memorializing the requirement that Christopherson pay an additional \$110,000 for any market rate lot created on the Site in excess of eleven (11) lots, and Christopherson’s additional payment obligation to the District following approval of a final subdivision map;

WHEREAS, the District desires to ratify and approve the 2019 MOU, the Supplemental Agreement, and the Third Amendment to the Purchase and Sale Agreement with Christopherson (together, the “Agreements”). The Board further wishes to authorize District staff to perform all actions necessary to finalize and execute the Agreements and to perform all actions in furtherance of the terms, conditions, and obligations set forth therein.

NOW, THEREFORE, THE BOARD OF EDUCATION OF THE SANTA ROSA CITY SCHOOLS DOES HEREBY RESOLVE AS FOLLOWS:

1. Recitals. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.
2. The Board approves the Ratification of Memorandum of Understanding Between The City of Santa Rosa and City of Santa Rosa (Elementary) School District in substantially the form presented with this resolution, subject to any changes needed to finalize the agreement as may be approved by staff and legal counsel. The Board further and similarly authorizes staff to finalize, execute and record this document.
3. The Board approves the Supplemental Agreement with the City in substantially the form presented with this resolution, subject to any changes needed to finalize the agreement as may be approved by staff and legal counsel.
4. The Board approves the Third Amendment to the Purchase and Sale Agreement with Christopherson Builders, LLC in substantially the form presented with this resolution, subject to any changes to finalize the agreement as may be approved by staff and legal counsel. The Board authorizes staff to finalize, execute and record the agreement attached to the Third Amendment.
5. The Board authorizes the Superintendent, or her designee, to take any action necessary to effect the intent of the parties regarding these Agreements, and to perform the terms, conditions, and obligations therein.

PASSED AND ADOPTED by the Board of Education of the Santa Rosa City Schools, Sonoma County, California, on July 27, 2022 at a duly noticed meeting by the following vote:

AYES: _____

NOS: _____

ABSTAIN: _____

ABSENT: _____

I, _____, _____, hereby certify that the foregoing is a full, true and correct copy of the Resolution adopted by the said Board of Education on July 27, 2022.

Dated: July 27, 2022

Ed Sheffield, President, Board of Education

Certified a True Copy:

Stephanie Manieri, Clerk, Board of Education
Santa Rosa City Schools