



Joint Exercise of Powers Agency

City of Antioch City of Brentwood County of Contra Costa City of Oakley

AGENDA Board of Directors

Thursday, October 12, 2023

6:30 p.m.

Tri-Delta Transit Meeting Room
801 Wilbur Avenue
Antioch, California

This is an in-person meeting of the Board of Directors with the option for members of the public to appear in person or to participate via Zoom teleconference. Persons who wish to address the Board during public comment or with respect to an item on the agenda may comment in person or may call in or log in to the meeting via Zoom.

To participate by phone, dial +1 669 900 6833 US.

The meeting ID is 923 1644 1531 Passcode: 500859

To participate online using Zoom, hold down CTRL + click the following:

[Join Zoom Meeting Here](#)

Meeting ID: 923 1644 1531 (Passcode: 500859)

In lieu of making public comments at the meeting, members of the public also may submit public comments before or during the meeting by emailing comments to Program Manager Dale Dennis at dodennis@theycyberjungle.com. If you have difficulty emailing a public comment, please contact Nancy Wein, Contra Costa County Public Works Department, at (925) 313-2275.

All comments submitted by email to the above email address before the conclusion of the meeting will be included in the record of the meeting. When feasible, the Board Chair, or designated staff, also will read the comments into the record at the meeting, subject to a two-minute time limit per comment.

The Board Chair may reduce the amount of time allotted to read comments at the beginning of each item or public comment period depending on the number of comments and the business of the day. Your patience is appreciated.

A break may be called at the discretion of the Board Chair.

To obtain a copy of a staff report or other written materials related to an open session item on the agenda, please contact Nancy Wein, at the Contra Costa County Public Works Department, by phone at (925) 313-2275, or by email to Nancy.Wein@pw.cccounty.us.

Board of Directors:

Diane Burgis, Contra Costa County – Chair
Lamar Thorpe, City of Antioch – Vice Chair
Joel Bryant, City of Brentwood
Aaron Meadows City of Oakley

Authority Staff Office:

Contra Costa County
255 Glacier Drive
Martinez, CA 94553
(925) 313-2000

AGENDA
October 12, 2023

1. Call to Order

2. Public Comment

3. Consent

A. APPROVE minutes of the June 8, 2023, meeting. (July, August and September meetings cancelled).

B. APPROVE and **AUTHORIZE** the Program Manager to execute, on behalf of the Authority, a Sixth Amendment to Purchase and Sale Agreement with LRG Investors, LLC, effective October 12, 2023, to allow LRG to extend its due diligence period by up to five additional months, in connection with the sale of Authority-owned property identified as APN 019-110-074 adjacent to State Route 4 and Sand Creek Road, Brentwood.

4. Determination

5. Boardmember Comments

6. Adjournment

The Authority will provide reasonable accommodations for persons with disabilities planning to attend Board meetings who contact Staff at least 24 hours before the meeting, at (925) 595-4587. Any disclosable public records related to an open session item on a regular meeting agenda and distributed by the State Route 4 Bypass Authority to a majority of members of the Board of Directors less than 72 hours prior to that meeting are available for public inspection at 255 Glacier Drive, Martinez, CA during normal business hours.

Board of Directors:

Diane Burgis, Contra Costa County – Chair
Lamar Thorpe, City of Antioch – Vice Chair
Joel Bryant, City of Brentwood
Aaron Meadows City of Oakley

Authority Staff Office:

Contra Costa County
255 Glacier Drive
Martinez, CA 94553
(925) 313-2000

STATE ROUTE 4 BYPASS AUTHORITY
Antioch - Brentwood - Oakley and Contra Costa County

JOINT EXERCISE OF POWERS AGENCY

June 8, 2023

The regular meeting of the STATE ROUTE 4 BYPASS AUTHORITY was convened as an in-person meeting with the option for members of the public to appear in person or to participate via Zoom teleconference. Members of the public were permitted to participate in the meeting online, or by telephone, and in lieu of making public comments at the meeting, members of the public could submit public comments before or during the meeting through dodennis@thecyberjungle.com.

Chair Diane Burgis called the meeting to order at 6:53 P.M.

ROLL CALL

PRESENT: Joel Bryant (Brentwood), Aaron Meadows (Oakley) and Chair Diane Burgis (Contra Costa County)

ABSENT: Vice Chair Lamar Thorpe (Antioch)

STAFF: Steve Kowalewski, Chief Deputy Director, Contra Costa County Public Works Department
Stephen Siptroth, Assistant County Counsel
Dale Dennis, Program Manager (Remote)

PUBLIC COMMENT

Steve Kowalewski, Chief Deputy Director and Secretary Designee for both the East Contra Costa Regional Fee and Financing Authority and the State Route 4 Bypass Authority explained that although Dale Dennis was the Program Manager for both Boards of Directors, Contra Costa County staff also provided support services to the Boards. He reported that Nancy Wein, Senior Civil Engineer, who had been providing support for years, had retired today, but would continue to work with Mr. Dennis to provide support for both agencies. He recognized Ms. Wein's 35-year tenure with Contra Costa County and characterized her as the backbone of the Department who had made a huge difference to make sure that the public was safe.

Mr. Kowalewski also recognized Stephen Siptroth, Assistant County Counsel, who would also be leaving and acknowledged the many legal challenges and issues encountered over the years in his work with County staff and with the Boards of Directors. He thanked him for all his hard work and wished him luck in all his future endeavors.

Members of the Authority also took this opportunity to thank both Nancy Wein and Stephen Siproth for their many years of service.

CONSENT ITEMS

On motion by Director Meadows, seconded by Director Bryant, the Authority APPROVED the Consent Items, which carried by the following Roll Call vote:

- A. APPROVED minutes of the February 9, 2023 meeting (March, April, and May meetings cancelled).
- B. Mokelumne Bicycle/Pedestrian Overcrossing Project: ACCEPTED a status update on construction of the Mokelumne Bicycle/Pedestrian Overcrossing Project.
- C. APPROVED the Fiscal Year 2022/2023 End of Year Budget.
- D. APPROVED the Fiscal Year 2023/2024 Budget.
- E. APPROVED an amendment to the Consulting Services Agreement between the Authority and PDM Group Inc., to increase the payment limit by \$66,768 to a new payment limit of \$1,013,975, and to extend the termination date from June 30, 2023, to a new termination date of June 30, 2024, for continued Program Manager services, and AUTHORIZED the Secretary, or designee, to execute the amendment on behalf of the Authority.
- F. APPROVED amendments to Consulting Services Agreements with the following consultants and AUTHORIZED the Secretary or designee to execute the amendments on behalf of the Authority.
 - 1. Amendment to agreement with Anita L. Tucci-Smith – Minute Taking Services for the Authority, to extend the termination date from June 30, 2023, to a new termination date of June 30, 2024, with no change in the payment limit.
 - 2. Amendment to agreement with Mark Thomas and Company – Engineering Design Services for the former SR4 Bypass, to extend the termination date from June 30, 2023, to a new termination date of June 30, 2024, with no change in the payment limit.
 - 3. Amendment to agreement with WSP USA, Inc. – Construction Management Support Services for the former SR4 Bypass, to extend the termination date from June 30, 2023, to a new termination date of June 30, 2024, with no change in the payment limit.

The motion carried by the following Roll Call vote:

State Route 4 Bypass Authority Minutes

June 8, 2023

Page 3

AYES: Bryant, Meadows, Burgis

NOES: None

ABSTAIN: None

ABSENT: Thorpe

DETERMINATION

There were no Determination Items.

BOARDMEMBER COMMENTS

There were no comments.

ADJOURNMENT

Chair Burgis adjourned the meeting of the State Route 4 Bypass Authority at 7:01 P.M. to Thursday, July 13, 2023 at 6:30 P.M. or other day/time deemed appropriate.

Respectfully submitted,

Anita L. Tucci-Smith
Minutes Clerk

**STATE ROUTE 4
BYPASS AUTHORITY**

DATE: October 12, 2023

TO: Board of Directors

FROM: Dale Dennis, Program Manager



SUBJECT: State Route 4 Bypass Authority – State Route 4 Project (Formally State Route 4 Bypass). Brentwood Area. [SCH# 89032824, SCH# 1989032824] Project Number: 4660-6X4444

Recommendation: Staff recommends the Board:

1. **RATIFY** the Program Manager’s extension of the Due Diligence Period from August 25, 2023, to October 13, 2023, to allow the Board to consider the Sixth Amendment to the Purchase and Sale Agreement (PSA) between the Authority and LRG for the sale of Authority-owned property at Sand Creek Road and State Route 4 (Property).
2. **APPROVE** and **AUTHORIZE** the Program Manager, or designee, to execute a Sixth Amendment to the PSA to extend the Due Diligence Period through October 25, 2023, in exchange for a non-refundable deposit of \$15,000, and to allow LRG to further extend the Due Diligence Period by up to five additional 30-day periods, in exchange for a non-refundable deposit of \$7,500 per extension.

Discussion:

On June 11, 2020, the Authority and LRG Investors, LLC, entered into a purchase and sale agreement (“Agreement”) to sell, for \$3,596,779, an approximately 5.29-acre parcel of Authority-owned property, identified as APN 019-110-074, adjacent to State Route 4 Sand Creek Road, in Brentwood. The Agreement, as amended, provided LRG a due diligence period during which it may conduct inspections of the property and seek land use entitlements and other approvals from the City of Brentwood before LRG closes escrow on the purchase of the property.

ACTION OF BOARD ON _____

APPROVED AS RECOMMENDED ___ **OTHER**___

VOTE OF DIRECTORS

_____ **UNANIMOUS (ABSENT** _____)

AYES: _____ **NOES:** _____

ABSENT: _____ **ABSTAIN:** _____

I hereby certify that this is a true and correct copy of an action taken and entered on the minutes of the Board of Directors on the date shown.

ATTESTED _____
Secretary to the Authority

LRG's land use entitlement applications are currently being processed by Brentwood's planning department. It is not yet known when the City's planning commission will consider approving those entitlements.

Under this sixth amendment to the purchase and sale agreement:

- Unless extended by LRG, the term of the Due Diligence Period will expire on October 25, 2023. LRG shall make a \$15,000 deposit into Escrow by October 20, 2023.
- LRG may extend the due diligence period by up to five months, one month at a time, beyond October 25, 2023.
- Within five (5) business days of exercising any extension, LRG must make a \$7,500 deposit into escrow.

Staff recommends that the Board approve the sixth amendment to the Agreement for the above Property, substantially in the form attached. The Program Manager would be authorized to make non-substantive changes. Should any substantial changes be required to the sixth amendment to the Agreement, it will be brought back to the Board for approval.

**SIXTH AMENDMENT TO THE
PURCHASE AND SALE AGREEMENT BETWEEN
THE STATE ROUTE 4 BYPASS AUTHORITY
AND
LRG INVESTORS, LLC**

Effective October 12, 2023, this Sixth Amendment (“Amendment”) to the Purchase and Sale Agreement between the State Route 4 Bypass Authority and LRG Investors, LLC, (“Agreement”) is entered into by and between the State Route 4 Bypass Authority, a joint exercise of powers agency (hereinafter “Authority”), and LRG Investors, LLC, a California limited liability company (hereinafter “LRG”). The Authority and LRG are sometimes referred to herein as the “Parties,” and each as a “Party.” Capitalized terms used but not defined in this Amendment are defined in the Agreement.

Recitals

- A. The Authority and LRG entered into the Agreement to set forth the terms on which the Authority would sell and LRG would purchase the Property, if LRG elected to purchase the Property following the Due Diligence Period. The Agreement has been amended on four prior occasions to allow LRG to extend the Due Diligence Period. (A fifth amendment addressed environmental conditions and site work.) LRG exercised all extensions authorized under the prior amendments and extending the Due Diligence Period through August 25, 2023. The Program Manager authorized an administrative amendment, extending the Due Diligence Period through October 13, 2023, to allow the Board to consider this (sixth) Amendment.
- B. LRG is proceeding diligently with its plans for the Property and continues to seek land use Entitlements from the City. The City is processing those applications, but it is not yet known when the last of the land use Entitlements will be approved. After the land use Entitlements are approved, LRG will need to obtain building Entitlements from the City that authorize the construction of the proposed site improvements on the Property.
- C. To continue to provide the City time to issue the land use and building Entitlements while also allowing LRG to proceed to Closing expeditiously upon the issuance of the last of those Entitlements, LRG desires to further amend the Agreement to have the option to further extend the Due Diligence Period by up to five additional 30-day periods, one 30-day period at a time, in exchange for making a non-refundable Extension Deposit in the amount of \$7,500 into Escrow for each extension. The Authority is willing to agree to such an amendment, provided that all deposits made into Escrow become nonrefundable, excepting only for an Authority default, and further provide that LRG be obligated to proceed to Closing following the issuance of the last of the Entitlements as more particularly described herein. The Authority’s conditions are acceptable to LRG.

Amendment

NOW THEREFORE, in consideration of the agreements herein contained and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties hereby agree to amend the Agreement, as previously amended, as follows:

- “E. Due Diligence Period; Extensions. Unless extended by LRG as permitted under this Section 5.E., the term of the Due Diligence Period will expire on October 25, 2023. In consideration for the extension of the Due Diligence Period through October 25, 2023, LRG shall make a \$15,000 deposit into Escrow by October 20, 2023. LRG, at its discretion, may elect to extend the term of the Due Diligence Period by up to five additional 30-day periods beyond October 25, 2023, one 30-day period at a time, by providing written notice to the Program Manager at least five (5) days before the term of the Due Diligence Period would otherwise expire. A notice given under this Section 5.E. may be given by e-mail to the Program Manager’s e-mail address listed in Section 10, with copy to Kurtis.Keller@cc.cccounty.us and owens.lucy@gmail.com. Within five (5) business days after providing any notice extending the Due Diligence Period under this Section 5.E., LRG shall make a \$7,500 Extension Deposit into Escrow.

Except as expressly modified by this Amendment, the Agreement, as previously amended, remains unchanged and in full force and effect. The Parties have executed this Amendment as of the date first written above. This Amendment may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original with all counterparts constituting but one and the same instrument.

[Remainder of page intentionally left blank. Signatures on next page(s).]

STATE ROUTE 4 BYPASS AUTHORITY LRG INVESTORS, LLC

By: _____
Program Manager

By: _____
Its: _____

By: _____
Its: _____

KCK
I:\Temp Share\KCK WORKING FILE\Sand Creek Closing\Amendment 6 to Sand Creek PSA v2 091523 .docx