

421



**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

FROM: Economic Development Agency/Facilities Management

SUBMITTAL DATE:
November 14, 2013

SUBJECT: Resolution No. 2013-272, Authorization to Purchase Assets Located Within an Existing Data Center at the City of Riverside, County of Riverside, California, CEQA Exempt, District 2, [\$13,957,546]; CORAL Bonds and RCIT Budget

RECOMMENDED MOTION: That the Board of Supervisors:

1. Find that the purchase of the assets are exempt from CEQA pursuant to CEQA guidelines section 15061(B)(3) as it can be seen with certainty that there is no possibility the activity in question may have a significant effect on the environment; and section 15301, Class1, as the project involves negligible or no expansion of an existing use or alterations;
2. Adopt Resolution No. 2013-272, Authorization to purchase assets located within an existing data center at 1960 Chicago Avenue, Building F, in the City of Riverside, County of Riverside, situated upon a portion of Assessor's Parcel Number 249-110-030, from ACORN Technology Corporation Inc., a California corporation;

(Continued)

FISCAL PROCEDURES APPROVED
PAUL ANGULO, CPA, AUDITOR-CONTROLLER
BY: [Signature] 11/14/13

[Signature]

Robert Field
Assistant County Executive Officer/EDA

| FINANCIAL DATA | Current Fiscal Year: | Next Fiscal Year: | Total Cost: | Ongoing Cost: | POLICY/CONSENT (per Exec. Office) |
|-----------------|----------------------|-------------------|---------------|---------------|---|
| COST | \$ 7,521,003 | \$ 658,089 | \$ 13,957,546 | \$ 6,818,546 | Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/> |
| NET COUNTY COST | \$ 0 | \$ | \$ | \$ | |

SOURCE OF FUNDS: County of Riverside Asset Leasing Corporation
 Bond Financing (Acquisition); Lease Payments (RCIT) **Budget Adjustment:** No
For Fiscal Year: 2013/14

C.E.O. RECOMMENDATION: APPROVE
 BY: [Signature]
 Jennifer C. Sargent

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

FORM APPROVED COUNTY COUNSEL
 BY: PATRICIA MUNROE 11/13/13 DATE
 Departmental Concurrence
 Reviewed by CIP TEAM
 Serena Chow
 13 Nov 13
 Kevin Crawford Chief Information Officer
 By:

- A-30
- 4/5 Vote
- Positions Added
- Change Order

Prev. Agn. Ref.: N/A District: 2/2 Agenda Number:

3-20

SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA

Economic Development Agency/Facilities Management

FORM 11: Resolution No. 2013-272, Authorization to Purchase Assets Located Within an Existing Data Center at the City of Riverside, County of Riverside, California, CEQA Exempt, District 2, [\$13,957,546]; CORAL Bonds

DATE: November 14, 2013

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RECOMMENDED MOTION: (Continued)

3. Approve the Asset Purchase Agreement and Joint Escrow Instructions (the Purchase Agreement) between the Acorn Technology Corporation and the County for purchase or assignment of the assets, including customer contracts, improvements, equipment, and intellectual property (Purchased Assets) at a purchase price of \$7,000,000, plus miscellaneous escrow, title and due diligence costs in the amount of \$139,000 and authorize the Chairman to execute the documents necessary to complete the purchase of the assets;
4. Approve the new lease agreement between Koll and the County for the leasing of the data center facility (the Lease) for a 10 year term, including a \$382,003 FY 13/14 lease cost, and a total lease cost of \$6,818,546 over the term of the lease, to be funded from RCIT's budget, and authorize the Chairman to execute the documents necessary to complete the leasing of the premises; and
5. Authorize the Assistant County Executive Officer of the Economic Development Agency, or his designee, to execute new agreements with private entity customers and any related documents and administer all actions necessary to complete this transaction.

BACKGROUND:

Summary

On September 10, 2013, the Board of Supervisors adopted Minute Order 3-32, Notice of Intention to Purchase certain assets of the ACORN Technology Corporation located at 1960 Chicago Avenue, Building F, Riverside, California. On behalf of the Riverside County Information Technology Department (RCIT) and the Executive Office, the Real Estate Division of the Economic Development Agency (EDA) has negotiated the purchase of the assets of the ACORN Technology Corporation's data center operations including improvements, equipment and twenty-one customer agreements. In addition, EDA has negotiated a new lease agreement with the current landlord at 1960 Chicago Avenue, Building F, Riverside, California, whereby the County will become the lessee of the real property which consists of a 23,477 square foot single freestanding building which is improved with a data center. The approval of the lease agreement is one of the Board motions included in this Form 11.

Currently the Riverside County Information Technology Department (RCIT) operates a data center in the downtown Riverside County Administrative Center (CAC) for the management and control of the County's information systems. For many years the location has been viewed as unfit for a large scale data center since the data center operations are located on the tenth floor. Conventional large scale data centers are most often located at the ground level for greater stability, safety, and security. The standard data center rating for the County data center facility is Tier 2.

In 2012, RCIT contacted the Economic Development Agency (EDA) to request assistance in procuring a new staff consolidated facility and data center. RCIT occupied several facilities and it was the objective of RCIT to consolidate staff as well as provide a new data center location. In June 2012, EDA issued a Request for Proposal (RFP) for a consolidated staff and data center facility location and received multiple responses. A question and answer session was held on August 27, 2012, and the final deadline for responses was September 27, 2012. The Press Enterprise submitted a response for the potential acquisition of their facility by the County. The County ultimately selected this option for the purpose of consolidating staff and for potentially operating the data center. In addition to the Press Enterprise submittal, the ACORN Technology Corporation (ACORN) submitted a response for the County's consideration for the lease and potential acquisition of an existing fully improved data center which included leasehold improvements and data center equipment in their leased facility located at 1960 Chicago Avenue, Building F, Riverside.

(Continued)

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BACKGROUND:

Summary (continued)

Although the County ultimately selected the Press Enterprise Facility to purchase, the ACORN submittal and facility was later evaluated and determined to be an important option for the County's consideration. After thorough review of ACORN's response, it has been decided that the ACORN Data Center's location, existing data center improvements, and the potential for a new lease agreement with the landlord on terms favorable to the County, make the acquisition a logical and cost effective choice for the County's data center operations. Acquisition of the ACORN Data Center will be less expensive than constructing a new one at the Press Enterprise Facility, in both absolute and per square foot terms, and will also provide sufficient space for future needs.

The ACORN Data Center is rated as a Tier 3 data center and is comprised of essential equipment and safety and security equipment and features which are unique and highly conducive to the County data center operations. Furthermore, the short supply of data center facilities in the greater Riverside and San Bernardino County areas and the close proximity of the ACORN facility to downtown Riverside make the facility an attractive option for the County.

The new lease and Purchased Assets are described generally as follows:

Location: 1960 Chicago Avenue, Building F, Riverside, California, located within the Riverside Technology Business Park.

Building Size: Approximately 23,477 square feet

- Improvements/
Equipment:
- The asset purchase includes the following improvements:
- Approximately 18,700 square feet of raised floor environment for computer hardware applications, designed with fault tolerant topology and zone 4 rated seismic hardening
 - Multiple High Volume Conduits/Electrical/Mechanical to accommodate electrical, data, communications and fiber optic systems
- Main Power
- Redundant city utility power supply
 - Dual 2,500 KVA transformers
- Standby
Power Systems
- Two 2,000 KW, 480 Volt generators supply back up power
 - Dual on-site fuel storage system of 6,674 gallon capacity
 - Full capacity on-site generator plant with redundancy
 - Two day on site fuel capability
- Uninterruptible
Power Supply
- 5 Powerware 750 KVA UPS provides "S + S" redundancy
 - Static switched UPS equipment
 - Dedicated batteries per UPS module.
 - Redundant UPS to replace any failed unit
 - Dual power inputs to cabinets

(Continued)

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BACKGROUND:

Summary (continued)

Electrical Protection

- Lightning protection system
- Transient voltage surge suppression system
- Raised floor signal reference grid
- Comprehensive equipment grounding system, full building loop ground
- Static transfer switches to parallel automatically

Fire/Water Protection

- Double interlock dry line pre-action fire suppression system and haylon extinguishers
- Very Early Smoke Detection Apparatus (VESDA)
- Smoke purging system
- Full perimeter water detection plus HVAC leak detection
- Smoke and heat detection on ceiling, above ceiling and below raised floors
- Smoke and heat fire alarm system

Security

- Electronic Card and biometric access security
- 20+ surveillance cameras with 30 days storage capacity
- Motion sensors and security alarms with 24/7 monitoring hardware.

Cooling System

- 17 Liebert 30 ton water cooled air conditioning systems
- 2 Liebert 20 ton water cooled air conditioning systems
- "System + System" redundancy
- 25% loss without impact on operations at peak capacity
- No single point of failure in the mechanical system
- Trane HEPA rated air supply & building pressurization system
- On-site 11,000 gallon reserve water supply
- End to end essential raised floor area cooling
- Complete 18" to 36" raised floor environment
- Floor served by air cooled chillers

Network

- Multiple telecom service provider connectivity
- 600 pairs of copper available
- Multiple T-1's to multiple OC-192's
- Redundant Cisco systems core network
- Dual redundant Cisco gigabit switch routers (GSR) and Catalyst 6509 switches
- Fast Ethernet or gigabit Ethernet to customer cabinets

Master Services Agreements

- Twenty-one customer agreements with education, affiliated governmental organizations and private sector companies to be assigned to the County. RCIT will provide floor space for equipment and security and customers will pay revenue to the County, estimated to be in excess of \$1,280,000 annually.

Lease Terms:

Although there is a current lease in effect between the landlord and ACORN, the terms are not consistent with County objectives therefore the County has negotiated a new lease with the landlord. The terms of the new lease are as follows:

(Continued)

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BACKGROUND:

Summary (continued)

- Location: 1960 Chicago Avenue, Building F, Riverside, California
- Square Footage: Approximately 23,477 square feet
- Lease Term: Ten Years, to commence upon execution of lease
- Rental Rate: \$14,790.00 per month (\$.63 per square foot), increased 3% annually
- Options to Renew: Four, Five Year Options to Renew at Fair Market Rental Value
- Electrical Utilities: County Responsible
- Exterior Maintenance: Lessor Responsible
- Interior Maintenance/
Custodial: County Responsible
- Interior Improvements/
Data Center Related: Remain Property of the County. Improvements include Cooling Systems, Generator Systems, UPS Systems, and Security Systems and all systems and improvements/equipment listed above, more particularly described in the Purchase Agreement.

The Justification for the purchase of the Purchased Assets and entering a new lease is as follows:

Justification for Purchase

1. It is necessary to relocate the data center from the tenth floor of the CAC since this location does not provide adequate safety for the center and is not an efficient and conventional location for a large scale data center. The same is true for other smaller RCIT enterprise data centers located throughout the County which will be consolidated into this location.
2. The ACORN facility provides an immediate accessible and usable location that:
 - a. Provides more space than RCIT's analysis to build one out in the Press Enterprise building and at a much lower cost.
 - b. Meets higher data center requirements than the current RCIT data centers.
 - c. Allows the County to close other centers which are currently under lease.
 - d. Provides critical data space for RCRMC that is required for current projects.
 - e. Provides space for other Departments that are currently seeking or leasing space.

(Continued)

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BACKGROUND:

Summary (continued)

- f. Provides existing and future revenue by leasing data center space to other outside agencies and entities.

- 3. The business park in which the ACORN facility is situated will also afford us the opportunity to co-locate needed RCIT warehouse space which will cut down on warehousing in the Press Enterprise building and add to efficiencies.

The following are programs or services to be performed for the County and other government, quasi government and public agencies:

- 1. Leased or Licensed Data Center Space
- 2. Hosted Systems
- 3. Platform Services
- 4. Data Storage
- 5. Mainframe Services
- 6. Security Services

The following are programs or services to be performed for private sector entities:

- 1. Leased or Licensed Data Center Space
- 2. Security Services of Facility

The acquisition of a new lease and the Purchased Assets by the County at the price set forth above achieves a value significantly below replacement cost. Data Center replacement cost is estimated to be \$800 - \$1200 per square foot.

The Form 11 and resolution have been approved as to legal form by County Counsel.

FINANCIAL DATA:

(Commences on Page 7)

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FINANCIAL DATA:

The following summarizes the funding necessary to acquire the Purchased Assets:

| | |
|--------------------------------------|--------------|
| Purchase Price | \$ 7,000,000 |
| Estimated Escrow and Closing Charges | \$ 17,000 |
| Preliminary Title Report | \$ 2,000 |
| Environmental | \$ 15,000 |
| Appraisal | \$ 50,000 |
| Physical Inspection | \$ 25,000 |
| Advertising Costs | \$ 3,000 |
| Acquisition Administration | \$ 27,000 |
| Total Estimated Acquisition Cost | \$ 7,139,000 |
| Add: Lease Costs FY 2013/14 | \$ 382,003 |
| Total Acquisition and Lease Costs | \$ 7,521,003 |

EDA has already covered the costs for due diligence (preliminary title reports) and will be reimbursed by the Executive Office (EO). The remaining costs associated with the acquisition will be paid directly by the EO. Any necessary budget adjustments will be brought forward under separate cover seeking authorization to purchase. No additional county costs will be incurred as a result of this transaction.

Impact on Residents and Businesses

The acquisition and lease of the ACORN facility by the County will have a positive economic impact in that it will generate new customer contracts and revenue, potentially create new jobs, and provide more growth and efficiency for the County's data center operations.

SUPPLEMENTAL:

Additional Fiscal Information

The acquisition of the customer agreements in this transaction will generate approximately \$1,280,000 annually in revenue to the County.

Contract History and Price Reasonableness

This is a new acquisition and therefore there is no Contract History. The price of the Purchased Assets is based upon an appraisal obtained by the Agency.

Attachments:

Exhibit A

Exhibit B

Exhibit C

Resolution No. 2013-272

Exhibit A

Riverside County Information Technology Lease Cost Analysis FY 2013/14 1960 Chicago Avenue, Building F, Riverside

ESTIMATED AMOUNTS

Total Square Footage to be Leased:

Current Office: 23,477 SQFT

Approximate Cost per SQFT (July - Nov) \$ -

Approximate Cost per SQFT (Dec - Jun) \$ 0.63

Lease Cost per Month (Jul - Nov) \$ -

Lease Cost per Month (Dec - June) \$ 14,790.00

Total Lease Cost (July - Nov) \$ -

Total Lease Cost (Dec - June) \$ 103,530.00

Total Estimated Lease Cost for FY 2013/14 \$ 103,530.00

Estimated Additional Costs:

Utility Cost per Square Foot \$ 1.67

Estimated Utility Costs per Month (Dec - June) \$ 39,206.59

Total Estimated Utility Cost \$ 274,446.13

RCIT \$ -

Tenant Improvement \$ -

EDA Lease Management Fee (Based @ 3.89%) \$ 4,027.32

TOTAL ESTIMATED COST FOR FY 2013/14 \$ 382,003.45

Exhibit B

Riverside County Information Technology Lease Cost Analysis FY 2014/15 1960 Chicago Avenue, Building F, Riverside

ESTIMATED AMOUNTS

Total Square Footage to be Leased:

Current Office: 23,477 SQFT

Approximate Cost per SQFT (July - Nov) \$ 0.63

Approximate Cost per SQFT (Dec - Jun) \$ 0.65

Lease Cost per Month (Jul - Nov) \$ 14,790.00

Lease Cost per Month (Dec - June) \$ 15,233.70

Total Lease Cost (July - Nov) \$ 73,950.00

Total Lease Cost (Dec - June) \$ 106,635.90

Total Estimated Lease Cost for FY 2014/15 \$ **180,585.90**

Estimated Additional Costs:

Utility Cost per Square Foot \$ 1.67

Estimated Utility Costs per Month (July - June) \$ 39,206.59

Total Estimated Utility Cost \$ 470,479.08

EDA Lease Management Fee (Based @ 3.89%) \$ 7,024.79

TOTAL ESTIMATED COST FOR FY 2014/15 \$ **658,089.77**

Exhibit C

Riverside County Information Technology Lease Cost Analysis FY 2015/16 to FY 2023/24
1960 Chicago Avenue, Building F, Riverside

ESTIMATED AMOUNTS

Total Square Footage to be Leased:

Current Office:

23,477 SQFT

| | FY 2015/16 | FY 2016/17 | FY 2017/18 | FY 2018/19 | FY 2019/20 | FY2020/21 | FY2021/22 | FY2022/23 | FY2023/24 |
|---|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|--------------|
| Approximate Cost per SQFT (July - Nov) | \$ 0.65 | \$ 0.67 | \$ 0.69 | \$ 0.71 | \$ 0.73 | \$ 0.75 | \$ 0.77 | \$ 0.80 | \$ 0.82 |
| Approximate Cost per SQFT (Dec - Jun) | \$ 0.67 | \$ 0.69 | \$ 0.71 | \$ 0.73 | \$ 0.75 | \$ 0.77 | \$ 0.80 | \$ 0.82 | \$ - |
| Lease Cost per Month (Jul - Nov) | \$ 15,233.70 | \$ 15,690.71 | \$ 16,161.43 | \$ 16,646.28 | \$ 17,145.66 | \$ 17,660.03 | \$ 18,189.83 | \$ 18,735.53 | \$ 19,297.60 |
| Lease Cost per Month (Dec - June) | \$ 15,690.71 | \$ 16,161.43 | \$ 16,646.28 | \$ 17,145.66 | \$ 17,660.03 | \$ 18,189.83 | \$ 18,735.53 | \$ 19,297.60 | \$ - |
| Total Lease Cost (July - Nov) | \$ 76,168.50 | \$ 78,453.56 | \$ 80,807.16 | \$ 83,231.38 | \$ 85,728.32 | \$ 88,300.17 | \$ 90,949.17 | \$ 93,677.65 | \$ 96,487.98 |
| Total Lease Cost (Dec - June) | \$ 109,834.98 | \$ 113,130.03 | \$ 116,523.93 | \$ 120,019.64 | \$ 123,620.23 | \$ 127,328.84 | \$ 131,148.71 | \$ 135,083.17 | \$ - |
| Total Estimated Lease Cost for FY 2015/16 to FY 2020/21 | \$ 186,003.48 | \$ 191,583.58 | \$ 197,331.09 | \$ 203,251.02 | \$ 209,348.55 | \$ 215,629.01 | \$ 222,097.88 | \$ 228,760.82 | \$ 96,487.98 |

Estimated Additional Costs:

| | | | | | | | | | |
|---|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| Utility Cost per Square Foot | \$ 1.67 | \$ 1.67 | \$ 1.67 | \$ 1.67 | \$ 1.67 | \$ 1.67 | \$ 1.67 | \$ 1.67 | \$ 1.67 |
| Estimated Utility Costs per Month (July - June) | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 | \$ 39,206.59 |
| Total Estimated Utility Cost | \$ 470,479.08 | \$ 470,479.08 | \$ 470,479.08 | \$ 470,479.08 | \$ 470,479.08 | \$ 470,479.08 | \$ 470,479.08 | \$ 470,479.08 | \$ 196,032.95 |
| EDA Lease Management Fee (Based @ 3.89%) | \$ 7,235.54 | \$ 7,452.60 | \$ 7,676.18 | \$ 7,906.46 | \$ 8,143.66 | \$ 8,387.97 | \$ 8,639.61 | \$ 8,898.80 | \$ 3,753.36 |
| TOTAL ESTIMATED COST FOR FY 2015/16 to FY 2020/21 | \$ 663,718.09 | \$ 669,515.26 | \$ 675,486.35 | \$ 681,636.57 | \$ 687,971.29 | \$ 694,496.06 | \$ 701,216.57 | \$ 708,138.69 | \$ 296,274.31 |

TOTAL REMAINING COST:

\$ 5,778,453.18

TOTAL COST

\$ 6,818,546.40 \$ 7,139,000.00 \$ 13,957,546.40 F11: Total Cost

1 Board of Supervisors

County of Riverside

2 Resolution No. 2013-272

3 Authorization to Purchase Assets, Leasehold Improvements, Furniture, Fixtures, and
4 Equipment, and certain Client Agreements located at
5 1960 Chicago Avenue, Building F, City of Riverside, California
6 A portion of APN: 249-110-030
7

8 BE IT RESOLVED, DETERMINED AND ORDERED by the Board of
9 Supervisors of the County of Riverside in regular session assembled on November 26, 2013,
10 and NOTICE IS HEREBY GIVEN, pursuant to Section 25350 of the Government Code that this
11 Board at its public meeting on or after November 26, 2013, at 9:00 a.m. in the meeting room of
12 the Board of Supervisors located on the 1st floor of the County Administrative Center, 4080
13 Lemon Street, Riverside, California, authorizes a transaction in which the County of Riverside
14 will purchase assets, including customer contracts, improvements, equipment and intellectual
15 property within an existing data center located at 1960 Chicago Avenue, Building F, Riverside,
16 County of Riverside, California, situated on a portion of Assessor's Parcel Number 249-110-
17 030, purchase price not-to-exceed seven million dollars (\$7,000,000).

18 BE IT FURTHER RESOLVED, AND DETERMINED, and ORDERED by the
19 Board of Supervisors of the County of Riverside in regular session assembled on November
20 26, 2013, at 9:00 am in the meeting room of the Board of Supervisors located on the 1st floor of
21 the County Administrative Center, 4080 Lemon Street, Riverside, California, authorizes a
22 transaction in which the County of Riverside will executed a new lease agreement for a ten (10)
23 year term and a monthly rental of \$14,790.00 per month (\$.63 per square foot), for the
24 premises located at 1960 Chicago Avenue, Building F, Riverside, California, for the purpose of
25 leasing the premises for operation of the County's data center.

26 BE IT FURTHER RESOLVED AND DETERMINED that the Real Estate Division
27 of EDA is expected to expend approximately one hundred thirty nine thousand dollars
28 (\$139,000) to complete due diligence on the property, consisting of a preliminary title report,

FORM APPROVED COUNTY COUNSEL
DATE 11/13/13
PATRICIA MURPHY

1 appraisal costs, an environmental survey and miscellaneous other studies as deemed
2 necessary, and including miscellaneous escrow closing costs.

3 BE IT FURTHER RESOLVED AND DETERMINED that the Clerk of the Board
4 of Supervisors is directed to give notice hereof as provided in Section 6063 of the Government
5 Code.

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