

**SUBMITTAL TO THE FLOOD CONTROL AND
WATER CONSERVATION DISTRICT BOARD
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

523B



FROM: General Manager-Chief Engineer

SUBMITTAL DATE:
February 15, 2011

SUBJECT: Cooperative Agreement – Amendment No. 1
Moreno MDP Line F, Stage 3, Moreno MDP Line D, Moreno MDP Line D-5,
Moreno MDP Line D-6, Moreno – Line F Sinclair Street Storm Drain
Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741, 4-0-00742, 4-0-00743
Parcel Map 35629 (Moreno Valley)

RECOMMENDED MOTION:

Approve Amendment No. 1 to the Cooperative Agreement between the District, the City of Moreno Valley (City), and HF Logistics-SKX T1, LLC, HF Logistics-SKX T2, LLC, Highland Fairview Partners I, Highland Fairview Partners II, Highland Fairview Partners III, and Highland Fairview Partners IV (Developers); and authorize the Chairman to execute the Agreement documents on behalf of the District.

BACKGROUND:

Amendment No. 1 allows for a reduction in the amount of surety that is currently held by the City to guarantee the construction of certain stormwater drainage facilities required as a condition for approval of Parcel Map 35629 located in the city of Moreno Valley.

Continued on Page 2

MHW:bjp

WARREN D. WILLIAMS
General Manager-Chief Engineer

FINANCIAL DATA	Current F.Y. District Cost:	N/A	In Current Year Budget:	N/A
	Current F.Y. County Cost:	N/A	Budget Adjustment:	N/A
	Annual Net District Cost:	N/A	For Fiscal Year:	N/A

SOURCE OF FUNDS: N/A	Positions To Be Deleted Per A-30	<input type="checkbox"/>
	Requires 4/5 Vote	<input type="checkbox"/>

C.E.O. RECOMMENDATION:

APPROVE

BY: Michael R. Shetler
Michael R. Shetler

County Executive Office Signature

MINUTES OF THE FLOOD CONTROL AND WATER CONSERVATION DISTRICT

On motion of Supervisor Buster, seconded by Supervisor Benoit and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Buster, Tavaglione, Stone, Benoit and Ashley
Nays: None
Absent: None
Date: February 15, 2011
xc: Flood

Kecia Harper-Ihem
Clerk of the Board
By: [Signature]
Deputy

Prev. Agn. Ref.: 11.2, 10/05/10 | District: 5th | Agenda Number: **11.2**

ATTACHMENTS FILED
WITH THE CLERK OF THE BOARD

FORM APPROVED COUNTY COUNSEL
BY: [Signature] 2/15/11
NEAL R. KIPNIS DATE

Departmental Concurrence

Dep't Recomm.: Policy Policy
 Consent Consent
Per Exec. Ofc.:

**FLOOD CONTROL AND WATER CONSERVATION DISTRICT BOARD SUBMITTAL
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

SUBJECT: Cooperative Agreement – Amendment No. 1
Moreno MDP Line F, Stage 3, Moreno MDP Line D, Moreno MDP Line D-5
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Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741, 4-0-00742, 4-0-00743
Parcel Map 35629 (Moreno Valley)

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Page 2

BACKGROUND: (continued)

Construction of the required facilities is deemed substantially complete.

Upon completion of the construction and the transfer of all necessary rights of way, the District will assume ownership, operation and maintenance of the flood control facilities and the City will assume ownership, operation and maintenance of the catch basins, connector pipes and laterals located within its rights of way.

The Developer is funding all construction and construction inspection costs. Future operation and maintenance costs will accrue to the District.

County Counsel has approved the Agreement.

MHW:bjp

CLERK'S COPY

to the County Clerk of the Board, Stop 101 EXECUTED
Post Office Box 1147, Riverside, Ca 92502-1147

Thank you.

COPY

COOPERATIVE AGREEMENT
AMENDMENT NO. 1

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Moreno MDP Line F, Stage 3
Moreno MDP Line D
Moreno MDP Line D-5
Moreno MDP Line D-6
Moreno – Line F Sinclair Street Storm Drain
(Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741, 4-0-00742, 4-0-00743)
(Parcel Map No. 35629)

The RIVERSIDE COUNTY FLOOD CONTROL AND WATER
CONSERVATION DISTRICT, hereinafter called "DISTRICT", the CITY OF MORENO
VALLEY, hereinafter called "CITY", and HF LOGISTICS-SKX T1, LLC, a Delaware limited
liability company, HF LOGISTICS-SKX T2, LLC, a Delaware limited liability company,
HIGHLAND FAIRVIEW PARTNERS I, a California general partnership, HIGHLAND
FAIRVIEW PARTNERS II, a California general partnership, HIGHLAND FAIRVIEW
PARTNERS III, a California general partnership, and HIGHLAND FAIRVIEW PARTNERS
IV, a California general partnership, hereinafter together called "DEVELOPERS", hereby agree
as follows:

RECITALS

A. DISTRICT, CITY and DEVELOPERS have previously entered into a
certain Cooperative Agreement (Document No. 2010-0527149 of the official Records of the
County of Riverside) pertaining to the construction of flood control and drainage improvements
associated with Parcel Map No. 35629 in the city of Moreno Valley; and

B. Paragraph I.7. of the Cooperative Agreement stipulated that
DEVELOPERS shall furnish both a faithful performance bond and a material and labor bond;
and

1 C. DEVELOPERS have furnished both the faithful performance bond and
2 material and labor bonds as stipulated in the Cooperative Agreement; and

3 D. Whereas, DISTRICT and CITY have determined that construction of the
4 flood control and drainage facilities is substantially complete; and

5 E. In recognition of construction being substantially complete,
6 DEVELOPERS desire to reduce the amount of surety held by CITY as provided herein.

7 NOW, THEREFORE, the parties hereto mutually agree as follows:

8 SECTION I

9 1. Section I.7. of the Cooperative Agreement is modified as follows:

10 7. Provide CITY, prior to providing written notice to DISTRICT of the
11 start of construction as set forth in Section I.8., with a faithful performance
12 bond in the amount of one hundred percent (100%) of the estimated cost for
13 construction of DISTRICT DRAINAGE FACILITIES as determined by
14 DISTRICT and a material and labor payment bond in the amount of fifty
15 percent (50%) of the estimated cost for construction of DISTRICT
16 DRAINAGE FACILITIES as determined by DISTRICT. The surety,
17 amount and form of the bonds shall be subject to the approval of
18 DISTRICT and CITY. The bonds shall remain in full force and effect until
19 CITY and DISTRICT mutually agree that the construction of DISTRICT
20 DRAINAGE FACILITIES is substantially complete; at which time the
21 faithful performance bond amount may be reduced to ten percent (10%) for
22 a period of one year to guarantee against any defective work, and the
23 Material and Labor security will be released after a period of ninety (90)
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days if there are no liens against the project for payment of materials or labor.

2. Except to the extent specifically added to, modified or amended hereunder, all of the terms, covenants and conditions of the original Cooperative Agreement remain in full force and effect between the parties hereto.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement on

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(to be filled in by Clerk of the Board)

RECOMMENDED FOR APPROVAL;

**RIVERSIDE COUNTY FLOOD CONTROL
AND WATER CONSERVATION DISTRICT**

By *Warren D. Williams*
WARREN D. WILLIAMS
General Manager-Chief Engineer

By *Marion Ashley*
MARION ASHLEY Chairman
Riverside County Flood Control and Water
Conservation District Board of Supervisors

APPROVED AS TO FORM:

ATTEST:

PAMELA J. WALLS
County Counsel
By *Neal Kipnis*
NEAL KIPNIS
Deputy County Counsel

KECIA HARPER-IHEM
Clerk of the Board
By *Merraine Canova*
Deputy

(SEAL)

Amendment No. 1
Cooperative Agreement: PM 35629
Moreno MDP Line F, Stage 3, Moreno MDP Line D, Moreno MDP Line D-5
Moreno MDP Line D-6, and Moreno – Line F Sinclair Street Storm Drain
Project Nos. 4-0-00752-03, 4-0-00749, 4-0-00741, 4-0-00742, 4-0-00743
MHW:KEC:bjp

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RECOMMENDED FOR APPROVAL:

CITY OF MORENO VALLEY

By _____
Public Works Director/City Engineer

By _____
Mayor

APPROVED AS TO FORM:

ATTEST:

By _____
City Attorney

City Clerk
By _____

(SEAL)

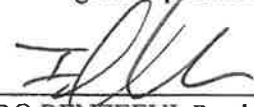
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HIGHLAND FAIRVIEW PARTNERS I
a California general partnership

By 
IDDO BENZEEVI, President

HIGHLAND FAIRVIEW PARTNERS II
a California general partnership

By 
IDDO BENZEEVI, President

HIGHLAND FAIRVIEW PARTNERS III
a California general partnership

By 
IDDO BENZEEVI, President

HIGHLAND FAIRVIEW PARTNERS IV
a California general partnership

By 
IDDO BENZEEVI, President

(ATTACH NOTARY WITH
CAPACITY STATEMENT)

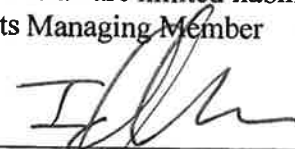
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HF LOGISTICS-SKX T1, LLC
a Delaware limited liability company

By: HF LOGISTICS-SKX, LLC
a Delaware limited liability company,
its Sole Member


By: HF Logistics I, LLC
a Delaware limited liability company,
its Managing Member

By: 
IDDO BENZEEVI, President and Chief
Executive Officer

HF LOGISTICS-SKX T2, LLC
a Delaware limited liability company

By: HF LOGISTICS-SKX, LLC,
a Delaware limited liability company,
its Sole Member

By: HF Logistics I, LLC
a Delaware limited liability company,
its Managing Member

By: 
IDDO BENZEEVI, President and Chief
Executive Officer

(ATTACH NOTARY WITH
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MHW:KEC:bjp

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Riverside

On 2/4/11
Date

before me,

Lorinne J. Phillips, Notary Public
Here, insert Name and Title of the Officer

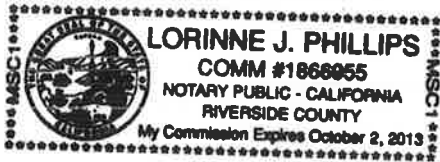
personally appeared

Addo Benzgeri
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature: Lorinne J. Phillips
Signature of Notary Public

Place Notary Seal and/or Stamp Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: COOPERATIVE AGRMNT - AMENDMENT 1

Document Date: _____ Number of Pages: 7

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____ Signer's Name: _____

- | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|
| <input type="checkbox"/> Corporate Officer — Title(s): _____
<input type="checkbox"/> Individual
<input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General
<input type="checkbox"/> Attorney in Fact
<input type="checkbox"/> Trustee
<input type="checkbox"/> Guardian or Conservator
<input type="checkbox"/> Other: _____ | RIGHT THUMBPRINT OF SIGNER
Top of thumb here | <input type="checkbox"/> Corporate Officer — Title(s): _____
<input type="checkbox"/> Individual
<input type="checkbox"/> Partner — <input type="checkbox"/> Limited <input type="checkbox"/> General
<input type="checkbox"/> Attorney in Fact
<input type="checkbox"/> Trustee
<input type="checkbox"/> Guardian or Conservator
<input type="checkbox"/> Other: _____ | RIGHT THUMBPRINT OF SIGNER
Top of thumb here |
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Signer Is Representing: _____

Signer Is Representing: _____