

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



ITEM: 3.24
(ID # 13324)

MEETING DATE:
Tuesday, September 29, 2020

FROM : TLMA-TRANSPORTATION:

SUBJECT: TRANSPORTATION AND LAND MANAGEMENT AGENCY/TRANSPORTATION:
Approval and execution of the First Assignment and Assumption of the Joint Community Facilities Agreement between FVS Partners LLC, Pulte Home Company, LLC, Eastern Municipal Water District, Community Facilities District 2017-79 of the Eastern Municipal Water District, and the County of Riverside associated with Community Facilities District No. 2017-79 of the Eastern Municipal Water District, District 3. [\$0]

RECOMMENDED MOTION: That the Board of Supervisors:

1. Approve and authorize the Chairman to execute the First Assignment and Assumption of the Joint Community Facilities Agreement between FVS Partners LLC, Pulte Home Company, LLC, Eastern Municipal Water District, Community Facilities District 2017-79 of the Eastern Municipal Water District, and the County of Riverside associated with Community Facilities District No. 2017-79 of the Eastern Municipal Water District.

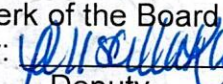
ACTION:Policy


Patricia Romo, Director of Transportation 9/19/2020

MINUTES OF THE BOARD OF SUPERVISORS

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

Ayes: Jeffries, Spiegel, Washington, Perez and Hewitt
Nays: None
Absent: None
Date: September 29, 2020
xc: Transp.

Kecia R. Harper
Clerk of the Board
By: 
Deputy

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

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost
COST	\$ 0	\$ 0	\$ 0	\$ 0
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0
SOURCE OF FUNDS: EMWD CFD 2017-79 funded (100%)			Budget Adjustment: No	
			For Fiscal Year: 20/21	

C.E.O. RECOMMENDATION: Approve

BACKGROUND:

Summary

Pulte Home Company, LLC (Assignee) acquired Tract Nos. 30837, 30837-1, and 30837-2 (Assigned Property) from FVS Partners LLC (Assignor). The Assigned Property consists of 303 single-family residential units within the community commonly known as French Valley South, located on Washington Street east of State Route 79 (Winchester Road) and south of Keller Road.

The boundaries of the Assigned Property are the same as the boundaries of the Community Facilities District No. 2017-79 of the Eastern Municipal Water District (CFD No. 2017-79).

On November 20, 2019 the County of Riverside (County), Eastern Municipal Water District (EMWD), and FVS Partners, LLC entered into a Joint Community Facilities Agreement (JCFA Agreement) relating to CFD No. 2017-79. CFD No. 2017-79 will provide the means of financing the construction and acquisition of Washington Street improvements (County Facility) to be constructed by FVS Partners, LLC associated with the Assigned Property. Upon completion of the construction and acceptance by the County, each County Facility will be owned and maintained by the County.

Assignor now desires to assign to Assignee and Assignee agrees to assume all of the rights and obligations of the Assignor under the JCFA Agreement relating to CFD No. 2017-79.

Impact on Residents and Businesses

Construction of the County Facility will substantially help mitigate potential traffic issues in this development and provide the facilities funds to support construction on the development.

Additional Fiscal Information

The County Facility constructed under the JCFA Agreement will be funded by the proceeds from the sale of bonds issued by EMWD CFD No. 2017-79. The assessments that will be charged to the 303 new homes through the CFD will be disclosed to the potential new buyers.

ATTACHMENTS:

- Vicinity/Boundary Map
- JCFA Assignment Agreement

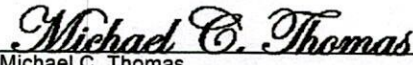
SUBMITTAL TO THE BOARD OF SUPERVISORS COUNTY OF RIVERSIDE,
STATE OF CALIFORNIA



Jason Farin, Principal Management Analyst 9/21/2020



Gregory V. Priarios, Director County Counsel 9/17/2020



Michael C. Thomas 9/14/2020

**FIRST ASSIGNMENT AND ASSUMPTION OF
JOINT COMMUNITY FACILITIES AGREEMENT**

THIS FIRST ASSIGNMENT AND ASSUMPTION OF JOINT COMMUNITY FACILITIES AGREEMENT ("First Assignment") is made and entered into as of September 29, 2020 (the "Effective Date"), by and among the Eastern Municipal Water District ("District"), the County of Riverside ("County"), Community Facilities District 2017-79 of the Eastern Municipal Water District ("CFD"), FVS Partners, LLC ("Assignor"), and Pulte Home Company, LLC ("Assignee"), with reference to the following facts.

RECITALS

A. District and County have made and entered into that certain Joint Community Facilities Agreement dated as of November 20, 2019, with Assignor, in connection with Community Facilities District No. 2017-79 of the Eastern Municipal Water District ("Facilities Agreement") as required by section 53316.2 of the Mello-Roos Community Facilities Act of 1982, as amended, commencing with California Government Code section 53311 et seq.

B. Assignor and Assignee desire to effect an assignment as authorized by Section 6.3 of the Facilities Agreement upon the terms and conditions set forth in this First Assignment with respect to all of the rights and obligations of Assignor as Developer under the Facilities Agreement of the County Facilities described in Exhibit "B" of the Facilities Agreement, including but not limited to the rights under Article III of the Facilities Agreement to receive payment for the County Facilities as described in Exhibit "A" of this First Assignment after Assignor completes all of the requirements under the Facilities Agreement for payment of the County Facilities Purchase Price.

NOW, THEREFORE, in consideration of the above Recitals, the mutual covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby assigns, and Assignee agrees to assume, all of the rights and obligations of Assignor under the Facilities Agreement from and after the Effective Date. District, CFD, and County consent to that assignment from Assignor to Assignee of all of the rights and obligations under the Facilities Agreement from and after the Effective Date.

2. As part of the assignment and assumption pursuant to Section 1 of this First Assignment, Assignor assigns to Assignee, and irrevocably instructs CFD to pay to Assignee, all of the County Facilities Purchase Price in accordance with the Facilities Agreement. Assignee's wire instructions for payment are attached hereto as Exhibit "B".

3. District, CFD, County, and Assignor represent and warrant as of the Effective Date (1) that the Facilities Agreements is in full force and effect, (2) that there have been no amendments or modifications to the Facilities Agreement, and (3) to their knowledge, there are

no uncured defaults under the Facilities Agreement.

4. Except as expressly amended by this First Assignment, the Facilities Agreement shall remain in full force and effect in accordance with its original terms.

5. Unless otherwise defined in this First Assignment, all capitalized terms used herein shall have the same meanings as assigned to them in the Facilities Agreement.

6. This First Assignment may be executed in two (2) or more counterparts, each of which shall be an original, but all of which shall constitute one in the same agreement.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have executed this First Assignment as of the date first above written.

ASSIGNOR:

FVS Partners, LLC, a Delaware limited liability company

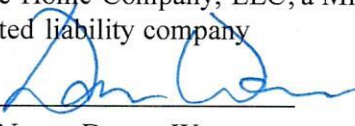
By: ESA Stratford Partners, L.P.
a California limited partnership
Its: Managing Member

By: ESA Partners, LLC
a Delaware limited liability company
Its: General Partner

By: 
Name: John K. Abel
Its: Member

ASSIGNEE:


Pulte Home Company, LLC, a Michigan limited liability company

By: 
Name: Darren Warren
Title: Vice President

EASTERN MUNICIPAL WATER DISTRICT

By: 
Paul D. Jones II
General Manager

COUNTY OF RIVERSIDE:

By: 
Chairman, County Board of Supervisors

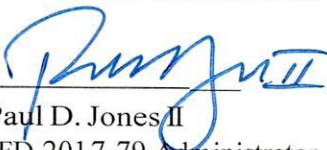
ATTEST:

By: 

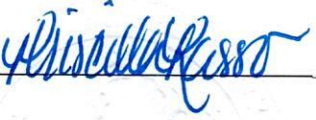
APPROVED AS TO FORM:
County Counsel

By: 
Michael Thomas,
Deputy County Counsel

COMMUNITY FACILITIES DISTRICT 2017-79

By: 
Paul D. Jones II
CFD 2017-79 Administrator

ATTEST:
Kecia Harper
Clerk of the Board

By: 
Deputy

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

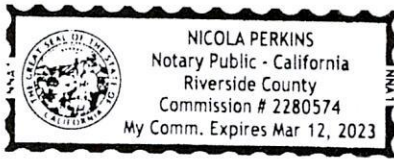
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California }
County of Riverside }

On July 29, 2020 before me, Nicola Perkins, Notary Public,
Date Here Insert Name and Title of the Officer

personally appeared Paul D. Jones II
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 Nicola Perkins

Place Notary Seal and/or Stamp Above

Signature of Notary Public

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: First Assignment and Assumption of Joint Community Facilities Agreement

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian of Conservator

Other: _____

Signer is Representing: _____

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian of Conservator

Other: _____

Signer is Representing: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

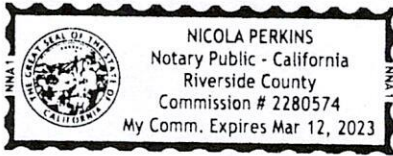
CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California }
County of Riverside }

On July 29, 2020 before me, Nicola Perkins, Notary Public
Date Here Insert Name and Title of the Officer
personally appeared Sheila Zelaya
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 *Nicola Perkins*
Signature of Notary Public

Place Notary Seal and/or Stamp Above

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: First Assignment and Assumption of Joint Community Facilities Agreement

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian of Conservator

Other: _____

Signer is Representing: _____

Signer's Name: _____

Corporate Officer – Title(s): _____

Partner – Limited General

Individual Attorney in Fact

Trustee Guardian of Conservator

Other: _____

Signer is Representing: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Orange

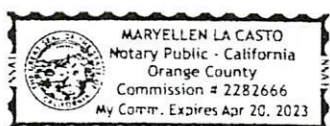
On July 1, 2020 before me, Maryellen LaCasto, Notary Public

personally appeared John K. Abel

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 Maryellen LaCasto
Signature of Notary Public

Place Notary Seal and/or Stamp Above

OPTIONAL

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: 1st Assignment: Assumption of joint Community Facilities Agmt

Document Date: Number of Pages:

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer(s)

Signer's Name:
Corporate Officer - Title(s):
Partner - Limited General
Individual Attorney in Fact
Trustee Guardian of Conservator
Other:
Signer is Representing:

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of ORANGE)

On JULY 15, 2020 before me, CRESIDA DIAZ, NOTARY PUBLIC
(insert name and title of the officer)

personally appeared DARREN WARREN,
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 *Cresida Diaz* (Seal)

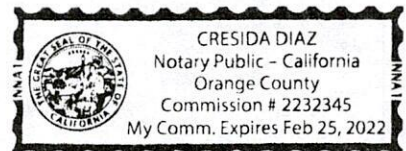


EXHIBIT "A"

DESCRIPTION OF COUNTY FACILITIES

Community Facilities District No. 2017-79 (French Valley South)
of Eastern Municipal Water District

Facility Description: Street Improvements	Estimated Costs
1. Washington Street (MS4132 Offsite Street Improvements Plan for Washington Street; sheets 1-13) From Sta 30+83.79 through Sta 49+87.97 and Sta. 20+00.00 through Sta. 53+20.84. Approximately 5,225 linear feet of partial width street improvements including, but not limited to aggregate base, asphalt, fog seal, curbs and gutters, cross gutters, sidewalk, handicap ramps, sawcut existing asphalt, removal of existing asphalt, grinding existing asphalt, and street signage. The total cost also includes but is not limited to construction management, civil & soils engineering, plan check & inspection, bonding & bond exoneration, bid preparation, grading, site preparation and erosion control.	\$2,600,000
Facility Description: Traffic Signal and Interconnect Improvements (MS4132 Traffic Signal Improvements Plan):	Estimated Costs
1. Traffic Signal Signalization Complete at intersection of Washington St & Autumn Glen Circle	\$245,000
3. Traffic Signal Signalization Complete at intersection of Washington St & Yates Road	\$245,000
4. Traffic Signal Signalization Complete at intersection of Washington St & Abelia St/Skyview Rd	\$245,000

TOTAL STREET & TRAFFIC SIGNAL IMPROVEMENTS \$3,335,000

EXHIBIT "B"

WIRE INSTRUCTIONS

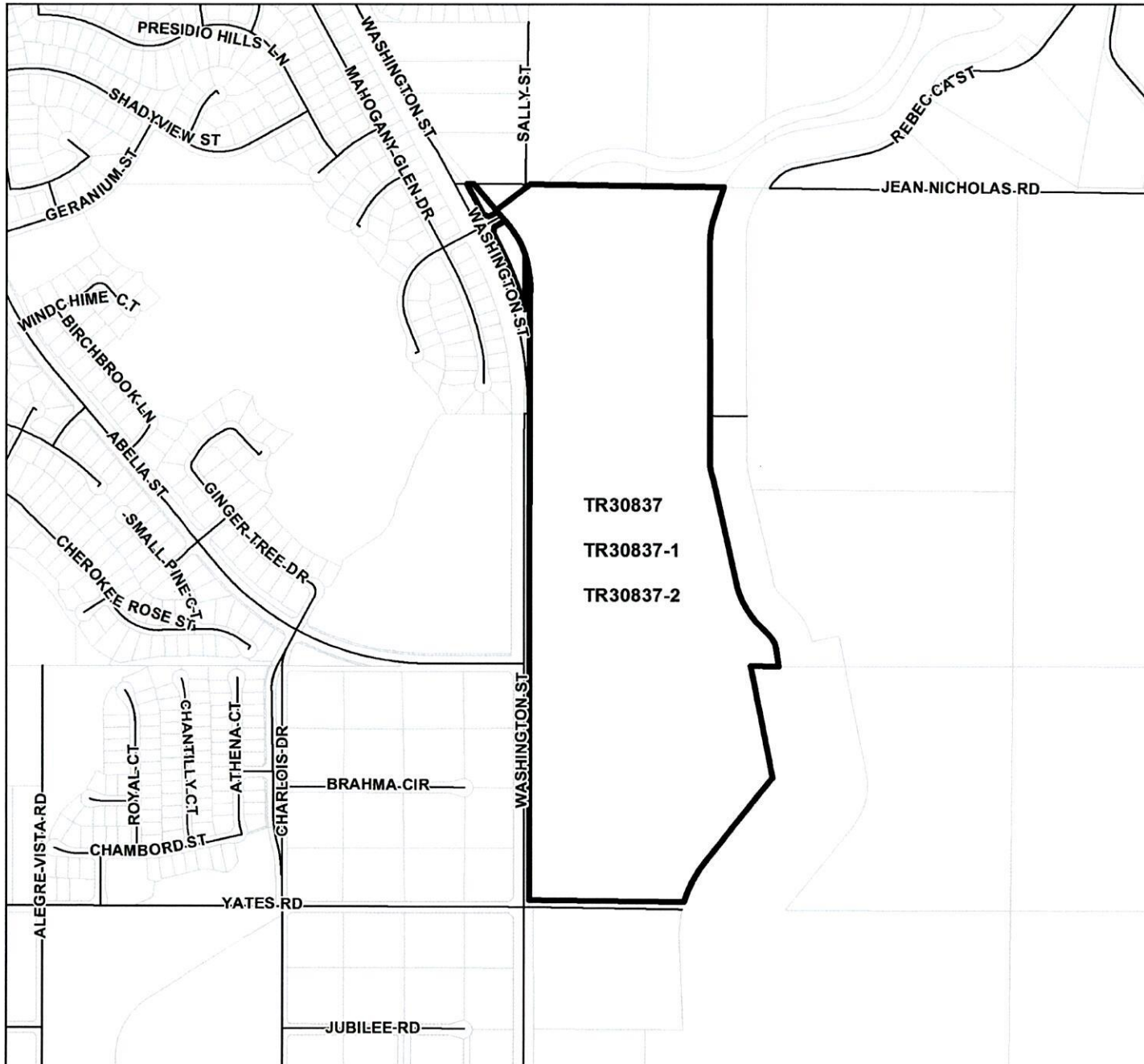
For the Account of:

Bank

Fed Routing Number:

Account Number:

**EASTERN MUNICIPAL WATER DISTRICT
COMMUNITY FACILITIES DISTRICT No. 2017-79 (FRENCH VALLEY SOUTH)
Tract Map Nos. 30837, 30837-1, 30837-2**



VICINITY MAP

The vicinity map shows the site location relative to Highway 79, Pourroy Rd, and Abelia St. The site is outlined in a thick black line. A legend indicates that the thick black line represents the **PROPOSED CFD BOUNDARY**.

A north arrow and a scale bar in feet (0, 325, 650, 1,300) are provided for orientation and measurement.

The County of Riverside and the City of Riverside logos are displayed at the bottom of the vicinity map section.

The County of Riverside assumes no warranty or legal responsibility for the information contained on this map. Data and information represented on this map is subject to updates, modifications and may not be complete or appropriate for all purposes. County GIS and other sources should be queried for the most current information. Do not copy or resell this map.