

CITY COUNCIL

Kevin Johnson, Mayor
Angelique Ashby, District 1
Allen Warren, District 2
Jeff Harris, District 3
Steve Hansen, District 4
Jay Schenirer, District 5
Eric Guerra, District 6
Rick Jennings, II, Vice Mayor, District 7
Larry Carr, Mayor Pro Tem, District 8

CHARTER OFFICERS

James Sanchez, City Attorney
Shirley Concolino, City Clerk
John F. Shirey, City Manager
John Colville, Interim City Treasurer



Agenda

**City Council
Financing Authority
Housing Authority
Public Financing Authority
Redevelopment Agency
Successor Agency**

**City Hall-Council Chamber
915 I Street, 1st Floor**

**Published by the Office of the City Clerk
(916) 808-5163**

**Tuesday, March 29, 2016
6:00 p.m.**

NOTICE TO THE PUBLIC

You are welcomed and encouraged to participate in this meeting. Public comment is taken on items listed on the agenda when they are called. Public Comment on items not listed on the agenda will be heard as noted on the agenda. Comments on controversial items may be limited and large groups are encouraged to select 3-5 speakers to represent the opinion of the group. **Speaker slips are available on the City's Website and located in racks inside the chamber and should be completed and submitted to the Assistant City Clerk.**

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The agenda provides a general description and staff recommendation; however, the legislative bodies may take action other than what is recommended. Full staff reports are available for public review on the City's website and include all attachments and exhibits. "To Be Delivered" and "Supplemental" reports will be published as they are received. All meeting materials are also available at the meeting for public review. Contracts subject to the 10-day review period, as required by the Council Rules of Procedure, can be found on the City's website at: <http://portal.cityofsacramento.org/Clerk/Contract-Posting>

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Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify the Office of the City Clerk at (916) 808-7200 at least 48 hours prior to the meeting.

Notice to Lobbyists: When addressing the legislative bodies you must identify yourself as a lobbyist and announce the client/business/organization you are representing (*City Code 2.15.160*).

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- Stamping of feet, whistles, yells or shouting, physically threatening conduct, and/or similar demonstrations are unacceptable public behavior and will be prohibited by the Sergeant-at-Arms.
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- Members of the public wishing to provide documents to the Council shall comply with Rule 7 D of the Council Rules of Procedure.

Members of the Public Addressing the City Council

Purpose of Public Comment. The City provides opportunities for the public to address the Council as a whole in order to listen to the public's opinions regarding non-agendized matters within the subject matter jurisdiction of the City during Regular meetings and regarding items on the Agenda at all other meetings.

- Public comments should not be addressed to individual Members nor to City officials, but rather to the City Council as a whole regarding City business.
- While the public may speak their opinions on City business, personal attacks on Members and City officials, use of swear words, and signs or displays of disrespect for individuals are discouraged as they impede good communication with the Council.
- Consistent with the Brown Act, the public comment periods on the Agenda are not intended to be "Question and Answer" periods or conversations with the Council and City officials. The limited circumstances under which Members may respond to public comments are set out in Rule 8 D 2 of the Council Rules of Procedure.
- Members of the public with questions concerning Consent Calendar items may contact the staff person or the Council Member whose district is identified on the report prior to the meeting to reduce the need for discussion of Consent Calendar items and to better respond to the public's questions.

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- **Matters not on the Agenda.** Two (2) minutes per speaker.
- **Consent Calendar Items.** The Consent Calendar is considered a single item, and speakers are therefore subject to the two (2) minute time limit for the entire Consent Calendar. Consent Calendar items can be pulled at a Council member's request. Such pulled Consent Calendar items will be considered individually and up to two (2) minutes of public comment per speaker on those items will be permitted.
- **Discussion Calendar Items.** Two (2) minutes per speaker.

Time Limits per Meeting In addition to the above time limits per item, the total amount of time any one individual may address the Council at any meeting is eight (8) minutes.

- Each speaker shall limit his/her remarks to the specified time allotment.
- The Presiding Officer shall consistently utilize the timing system which provides speakers with notice of their remaining time to complete their comments. A countdown display of the allotted time will appear and will flash red at the end of the allotted time.
- In the further interest of time, speakers may be asked to limit their comments to new materials and not repeat what a prior speaker said. Organized groups may choose a single spokesperson who may speak for the group but with no increase in time.
- Speakers shall not concede any part of their allotted time to another speaker.
- The Presiding Officer may further limit the time allotted for public comments per speaker or in total for the orderly conduct of the meeting and such limits shall be fairly applied.

AGENDA

Tuesday, March 29, 2016

6:00 p.m.

City Hall – 915 I Street- First Floor Council Chamber

All items listed are heard and acted upon by the Sacramento City Council unless otherwise noted.

Open Session - 6:00 p.m.

Roll Call

Pledge of Allegiance

Closed Session Report

Special Presentations/General Communications

In addition to those items listed on the agenda, the Mayor may add additional ceremonial matters.

A. Recognizing April 1-9 2016 as Creek Week

Consent Calendar Estimated Time: 5 minutes

All items listed under the Consent Calendar are considered and acted upon by one Motion. Anyone may request an item be removed for separate consideration.

1. Approval of City Council Meeting Minutes

Report # 2016-00255

Location: Citywide

Recommendation: Pass a Motion approving the City Council Meeting Minutes dated March 15 and March 17, 2016.

Contact: Shirley Concolino, MMC, City Clerk, (916) 808-5442, Office of the City Clerk

2. Confirmation of Board and Commission Appointments

Report # 2016-00387

Location: Citywide

Recommendation: Pass a Motion confirming board/commission appointment(s) to the: 1) Parks and Recreation Commission – Jag Bains (Seat A); 2) City and County Bicycle Advisory Committee – Christine Casey (Seat C) and Christian Farland (Seat F); 3) Ethel Macleod Hart Trust Fund Advisory Committee – Anita Perez-Otero (Seat D); and 4) Housing Code Advisory and Appeals Board – Kevin McKinley (Seat D) and Barry Chamberlain (Seat E).

Contact: Wendy Klock-Johnson, Assistant City Clerk, (916) 808-7509; Phoebe Schueler, Senior Deputy City Clerk, (916) 808-7605, Office of the City Clerk

- 3. February 2016 Monthly Investment Transactions Report**
Report # 2016-00324
Location: Citywide
Recommendation: Receive and file.
Contact: Bob Tokunaga, Chief Investment Officer, (916) 808-5340, Office of the City Treasurer
- 4. First Amendments to Digital Billboard Lease Agreements with Clear Channel Outdoor**
Report # 2016-00339
Location: Citywide
Recommendation: Pass a Motion authorizing the City Manager or the City Manager's designee to execute First Amendments to four Digital Billboard Leases (City Agreements 2010-0525, 2010-0526, 2010-0527, and 2010-0528) with Clear Channel Outdoor.
Contact: Melissa Anguiano, Economic Development Manager, (916) 808-5864, Economic Development Department
- 5. Agreement Regarding the Installation and Maintenance of Landscaping Along Certain Roadways Serving the Delta Shores Project**
Report # 2016-00338
Location: District 7
Recommendation: Pass a Motion 1) approving an agreement with M&H VI Projects, LLC concerning the installation and maintenance of landscaping along certain roadways in the Delta Shores Project; and 2) authorizing the City Manager or his designee to sign the agreement on the City's behalf.
Contact: Mark Griffin, Special Districts Manager, (916) 808-8788, Department of Finance; Jerry Way, Director of Public Works, (916) 808-6381, Department of Public Works
- 6. Ordinance Amending Sacramento City Code Section 3.60.190, Relating to Apprentices** (Passed for Publication 03/22/2016; Published 03/25/2016)
Report # 2016-00351
Location: Citywide
Recommendation: Pass an **Ordinance** amending section 3.60.190 of the Sacramento City Code, relating to apprentices.
Contact: Sheri Smith, Program Specialist, (916) 808-7204; Mark Griffin, Special Districts Manager, (916) 808-8788, Department of Finance
- 7. Change Order No. 1: Mae Fong Park Landscape Improvements**
Report # 2016-00325
Location: District 6
Recommendation: Pass a Motion 1) authorizing the City Manager, or City Manager's designee, to execute Changer Order No. 1 for Mae Fong Park Landscape Improvements in the amount of \$6,845 for City Contract No. B16190021009 between the City and Saenz Landscape Construction; and 2) re-setting the City Manager's authority.
Contact: C. Gary Hyden, Park Planning and Development Manager, (916) 808-1949, Department of Parks and Recreation

- 8. Establish Capital Improvement Project for Glenn Hall Park Improvements**
Report # 2016-00326
Location: District 3
Recommendation: Pass a **Resolution** 1) establishing a new Capital Improvement Project (CIP) for Glenn Hall Park Improvements as (L19211000); and 2) appropriating \$125,000 from Park Development Impact Fees (Fund 3204) for L19211000.
Contact: Gary Hyden, Park Planning and Development Manager, (916) 808-1949; Tin-Wah Wong, Associate Landscape Architect, (916) 808-5540, Department of Parks and Recreation
- 9. Rejection of Bid for Sutter's Landing 28th & B Skate Park Improvements Project and Suspension of Competitive Bidding (Two-Thirds Vote Required)**
Report # 2016-00368
Location: District 3
Recommendation: Pass a Motion: 1) rejecting the bid for Sutter's Landing 28th & B Skate Park Improvements Project; 2) suspending competitive bidding; and 3) authorizing the City Manager or his designee to negotiate the construction contract for the project with the one bidder.
Contact: C. Gary Hyden, Park Planning and Development Manager, (916) 808-1949, Department of Parks and Recreation
- 10. Rejection of Bids for Midtown Street Lighting Project (T15155201)**
Report # 2016-00323
Location: District 4
Recommendation: Pass a **Resolution** rejecting bids for the Midtown Street Lighting Project (T15155201).
Contact: John Matoba, Project Manager, (916) 808-7891; Nicholas Theocharides, Engineering Services Manager, (916) 808-5065, Department of Public Works
- 11. Agreement: Sacramento City College Pedestrian/Bicycle Overcrossing Project (T15065700)**
Report # 2016-00327
Location: District 5
Recommendation: Pass a **Resolution:** 1) authorizing the City Manager or his designee to execute an agreement with Psomas for construction management services for an amount not to exceed \$206,314; 2) transferring \$205,719 (Fund 2013) from the State-Federal Grant Match Project (T15007200) to the Sacramento City College Pedestrian/Bicycle Overcrossing Project (T15065700) and; 3) transferring \$69,281 (Fund 2025) from the Pedestrian Improvements Program (T15100400) to the Sacramento City College Pedestrian/Bicycle Overcrossing Project (T15065700).
Contact: Ofelia Avalos, Associate Civil Engineer, (916) 808-5515; Nicholas Theocharides, Engineering Services Manager, (916) 808-5065, Department of Public Works

12. **Contract: Department of Utilities Facilities Improvement and Rehabilitation Project**
Report # 2016-00142
Location: Corp Yard, District 5
Recommendation: Pass a **Resolution** 1) approving the contract plans and specifications, and awarding the contract to Kaler Dobler Construction in an amount not-to-exceed \$318,329; and 2) approving establishment of the Department of Utilities (DOU) Facilities Improvement and Rehabilitation Project (Z14140600) and related budget transfer.
Contact: Michael Malone, Operations Manager, (916) 808-6226; Ken Swartz, Program Specialist, (916) 808-6276, Department of Utilities

Discussion Calendar

Discussion calendar items include an oral presentation including those recommending “receive and file”.

13. **Fight the Bite! Mosquito Control Services Report from Sacramento-Yolo Mosquito & Vector Control District** **[Oral Report] (Continued from 03/08/2016)**
Report # 2016-00290 **Estimated Time: 10 minutes**
Location: Citywide
Recommendation: Receive and file.
Contact: Luz Maria Rodriguez, Public Information Officer, (916) 405-2082; Gary Goodman, District Manager, (916) 685-5464, Sacramento-Yolo Mosquito & Vector Control District
14. **Ordinance Amending the City’s Fee and Charge Report for Water and Wastewater Utility Service Rates** (Passed for Publication 03/22/2016; Published 03/25/2016)
Report # 2016-00248 **Estimated Time: 60 minutes**
Location: Citywide
Recommendation: Pass 1) an **Ordinance** amending the City’s Fee and Charge Report to increase water and wastewater utility service rates, consisting of an increase of 10% per year for four years for water rates, and an increase of 9% per year for four years for wastewater rates, and 2) a Motion directing the expansion of the scope of the existing Utilities Rate Assistance Program to include non-profit organizations that provide housing.
Contact: Bill Busath, Director, (916) 808-1434; Susan Goodison, Business Services Manager, (916) 808-8995, Department of Utilities

Public Comments-Matters Not on the Agenda (2 minutes per speaker)

Council Comments-Ideas, Questions and Meeting/Conference Reports

Adjournment

Meeting Date: 3/29/2016

Report Type: Consent

Report ID: 2016-00255

Title: Approval of City Council Meeting Minutes

Location: Citywide

Recommendation: Pass a Motion approving the City Council Meeting Minutes dated March 15 and March 17, 2016.

Contact: Shirley Concolino, MMC, City Clerk, (916) 808-5442, Office of the City Clerk

Presenter: None

Department: City Clerk

Division: City Clerk

Dept ID: 04001011

Attachments:

1-Description/Analysis

2-March 15, 2016 DRAFT Council Minutes

3-March 17, 2016 DRAFT Council Special Meeting Minutes

Approvals/Acknowledgements

Department Director or Designee: Shirley Concolino – 3/23/2016 1:03:48 PM

Description/Analysis

Issue Detail: It is best practice for the legislative body to approve the minutes for each meeting.

Policy Considerations: Per the City Charter, the City Council shall require the City Clerk to keep a permanent record of its proceedings showing all action considered and taken, motions and records, the text of ordinances and resolutions introduced or adopted and all amendments thereto proposed or adopted, and the vote of each councilmember regarding any matter before the Council or any committee thereof.

Economic Impacts: None.

Environmental Considerations: None.

Sustainability: None.

Commission/Committee Action: None.

Rationale for Recommendation: After each Council meeting, the City Clerk composes the DRAFT Minutes noting the action taken by the legislative body. Those DRAFT Minutes are presented to the Council for its approval as a permanent record of the meeting actions.

Financial Considerations: None.

Local Business Enterprise (LBE): None.

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City of
SACRAMENTO

DRAFT Minutes

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Financing Authority
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DRAFT MINUTES

Tuesday, March 15, 2016

6:00 p.m.

City Hall – 915 I Street- First Floor Council Chamber

All items listed are heard and acted upon by the Sacramento City Council unless otherwise noted.

Open Session - 6:00 p.m.

Regular session called to order by Vice Mayor Rick Jennings at 6:02 p.m. Tuesday, March 15, 2016 at the Sacramento City Hall Council Chamber.

Members Present: Angelique Ashby, Larry Carr, Eric Guerra, Steve Hansen, Jeff Harris, Rick Jennings, Jay Schenirer, and Allen Warren

Absent: Mayor Kevin Johnson

Pledge of Allegiance– led by Center High AVID students

Consent Calendar Estimated Time: 5 minutes

Action: Moved/Seconded: Member Steve Hansen / Member Eric Guerra

Yes: Members Angelique Ashby, Larry Carr, Eric Guerra, Steve Hansen, Jeff Harris, Rick Jennings, Jay Schenirer, and Allen Warren

Absent: Mayor Kevin Johnson

A motion **passed** to adopt the Consent Calendar in one motion except as indicated at each item.

1. Approval of City Council Meeting Minutes

Report # 2016-00253

Location: Citywide

Action: Passed **Motion No. 2016-0070** approving the City Council Meeting Minutes dated March 1, 2016.

Contact: Shirley Concolino, MMC, City Clerk, (916) 808-5442, Office of the City Clerk

2. **Contract to Purchase Artwork for the Golden 1 Center**

Report # 2016-00310

Location: District 4

Action: Public comment heard from Robert Coplin; passed **Motion No. 2016-0071** authorizing the City Manager or City Manager's designee to: 1) enter into an agreement with Bryan Valenzuela for the fabrication and installation of artwork at the Golden 1 Center in an amount not-to-exceed \$315,000; and 2) enter into minor amendments to the aforementioned agreement subject to approval as to form by the City Attorney or his designee.

Contact: Shelly Willis, Executive Director, (916) 808-3971, Sacramento Metropolitan Arts Commission; Jody Ulich, Director, (916) 808-5105, Convention & Cultural Services

3. **(City Council/Redevelopment Agency Successor Agency/Housing Authority)**

Transfer of Unexpended Redevelopment Bond Fund and Approval of Master Excess Bond Expenditure Agreement and Master Excess Housing Bond Expenditure Agreement (Published for 10-Day Review 03/03/2016)

Report # 2016-00268

Location: Citywide

Action: Public comment heard from Mac Worthy; passed **Redevelopment Agency Successor Agency Resolution 2016-0003** authorizing: a) transfer of \$11,665,699 in unexpended Redevelopment (RDA) Bond Proceeds to the City to spend in a manner consistent with the bond covenants and for redevelopment purposes; b) the City Manager or his designee to execute the Master Excess Bond Expenditure Agreement for the category of projects; c) transfer \$3,015,400 in unexpended RDA housing bond funds to the Housing Authority of the City of Sacramento (Housing Authority) as the Housing Successor, and d) execute the Master Excess Housing Bond Expenditure Agreement with the Housing Authority; 2) **City Council Resolution No. 2016-0080** authorizing the City Manager or his designee to: a) accept the transfer of \$11,665,699 in unexpended RDA Bond Proceeds; b) execute the Master Excess Bond Expenditure Agreement; c) create a capital projects fund for each redevelopment bond issue; d) transfer RDA bond proceeds allocated to Lowell Street Sidewalk (T15036300) and 14th Avenue Extension(T15098600) projects from Economic Development Fund (2031) to the 2006 Army Depot Taxable and Tax-exempt funds; e) transfer RDA bond proceeds allocated to Powerhouse Science Center (E18000400) from the Externally Funded Projects Fund (Fund 2703) to the 2006 River District Taxable Fund; f) create 2002 Master Lease Downtown Tax-Exempt, 2005 TAB Downtown CIP Tax Exempt, and 2005 TAB Downtown CIP Taxable funds to transfer RDA bond proceeds allocated to Cesar Chavez Plaza (L19207100); and 3) **Housing Authority of the City of Sacramento Resolution No. 2016-0008** authorizing: a) the Executive Director to execute the Master Excess Housing Bond Expenditure Agreement, and b) accept the transfer of \$3,015,400 in RDA housing bond funds as the Housing Successor.

Contact: Leslie Fritzsche, Senior Project Manager, (916) 808-5450, Economic Development Department

4. **(Redevelopment Agency Successor Agency) Purchase and Sale Agreement for Redevelopment Agency Successor Agency Owned Property at 2300-2308 Del Paso Boulevard and 775 Darina Avenue**
Report # 2016-00308
Location: District 2
Action: Public comment heard from Mac Worthy; passed **Redevelopment Agency Successor Agency Motion No. 2016-0002** approving a Purchase and Sale Agreement with Petrovich Development Company, Inc. for RASA owned property at 2300-2308 Del Paso Boulevard and 775 Darina Avenue.
Contact: Leslie Fritzsche, Senior Project Manager, (916) 808-5450, Economic Development Department

5. **(Pass for Publication) Ordinance Amending Various Sections in Chapters 5.32, 17.216, 17.220 and 17.224 of the Sacramento City Code Relating to Cardrooms**
Report # 2016-00267
Location: Citywide
Action: 1) Reviewed an ordinance amending various sections in Chapters 5.32, 17.216, 17.220 and 17.224 of the Sacramento City Code relating to cardrooms; and 2) pass for publication the ordinance title as required by Sacramento City Charter 32(c) to be considered on April 14, 2016.
Contact: Brad Wasson, Revenue Manager, (916) 808-5844, Department of Finance; Joy Patterson, Principal Planner, (916) 808-5607, Community Development Department

6. **Contract: Scott X3 Self Contained Breathing Apparatus (SCBA) for the Sacramento Fire Department** (Published for 10-Day Review 03/03/2016)
Report # 2016-00285
Location: Citywide
Action: Passed **Motion No. 2016-0072** awarding a contract through December 31, 2017, with the possibility of two (2) one-year extension periods under the same terms and conditions, if agreed upon by both parties to Municipal Emergency Services (MES) for the purchase of Scott X3 Self Contained Breathing Apparatus (SCBA) Air Paks, Cylinders, Epic 3 Voice Amplifiers and AV3000HT Face pieces in a total amount not to exceed \$2,887,325.
Contact: Ronald Potter, Assistant Chief, (916) 808-2250; Christopher Costamagna, Deputy Fire Chief, (916) 808-1604, Fire Department

7. **Agreement: Participation in the Rate Range Intergovernmental Transfer (IGT) Program**
Report # 2016-00291
Location: Citywide
Action: Passed **Motion No. 2016-0073:** 1) authorizing the City Manager, or his designee, to execute a) the Rate Range Intergovernmental Transfer (IGT) Agreement with the California State Department of Health Care Services (DHCS); b) the Health Plan-Provider Agreement(s) with participating Medi-Cal Managed Care Plan Provider(s); and c) the IGT Assessment Fee Agreement with DHCS; 2) authorizing transfer of funds up to \$585,484 from the Fire Department operating budget to DHCS and accept a reimbursement for Medi-Cal services of \$956,290, of which \$585,484 will reimburse the Fire Department operating budget; and 3) authorizing designation of the additional federal reimbursement of \$370,806 to offset costs of providing Emergency Medical Services (EMS).
Contact: Walt White, Fire Chief, (916) 808-1601, Fire Department
8. **Compensation Adjustment for the City Clerk Position**
Report # 2016-00340
Location: Citywide
Action: Passed **Resolution No. 2016-0081** changing the salary schedule for the City Clerk and approving a salary increase.
Contact: Melissa Chaney, Human Resources Director, (916) 808-7173, Human Resources
9. **Establishing, Re-establishing, and Reducing Speed Limits on Various Streets and Rescinding Resolution No. 2015-0306**
Report # 2016-00124
Location: Citywide
Action: Public comment heard from Gavin Baker, passed **Resolution No. 2016-0082:** 1) establishing, re-establishing, and reducing speed limits on various streets; and 2) rescinding Resolution No. 2015-0306.
Contact: Zarah Lacson, Assistant Civil Engineer (916) 808-8494; Hector Barron, City Traffic Engineer (916) 808-2669, Department of Public Works
10. **Third Amendment to Revocable Permit Agreement for Telecommunications Equipment at the Sacramento Convention Center**
Report # 2016-00191
Location: 1030 15th Street, District 3
Action: Passed **Resolution No. 2016-0083** authorizing the City Manager or the City Manager's designee to execute the Third Amendment to Revocable Permit Agreement for the Sacramento Convention Center (City Agreement No. 96-011), and any other documents necessary to implement the amendment, with New Cingular Wireless PCS, LLC for five years with four five-year renewal options for the operation and maintenance of telecommunications equipment.
Contact: Ken Hancock, Real Property Agent III, (916) 808-5752, Department of Public Works

- 11. Eighth Amendment to Revocable Permit Agreement for Telecommunications Equipment at the Riverside Water Treatment Plant**
Report # 2016-00192
Location: 3530 Riverside Boulevard, District 4
Action: Passed **Resolution No. 2016-0084** authorizing the City Manager or the City Manager's designee to execute the Eighth Amendment to Revocable Permit Agreement for the Riverside Water Treatment Plant (City Agreement No. 94-127), and any other documents necessary to implement the amendment, with New Cingular Wireless PCS, LLC for five years with four five-year renewal options for the operation and maintenance of telecommunications equipment.
Contact: Ken Hancock, Real Property Agent III, (916) 808-5752, Department of Public Works
- 12. Fifth Amendment to Revocable Permit Agreement for Telecommunications Equipment at the Freeport Water Tower**
Report # 2016-00193
Location: 7788 Freeport Boulevard, District 7
Action: Passed **Resolution No. 2016-0085** authorizing the City Manager or the City Manager's designee to execute the Fifth Amendment to Revocable Permit Agreement for Freeport Water Tower (City Agreement No. 91-041), and any other documents necessary to implement the amendment, with New Cingular Wireless PCS, LLC for five years with four five-year renewal options for the operation and maintenance of telecommunications equipment.
Contact: Ken Hancock, Real Property Agent III, (916) 808-5752, Department of Public Works
- 13. Seventh Amendment to Revocable Permit Agreement for Telecommunications Equipment at the City College Reservoir**
Report # 2016-00194
Location: 3581 23rd Street, District 5
Action: Passed **Resolution No. 2016-0086** authorizing the City Manager or the City Manager's designee to execute the Seventh Amendment to Revocable Permit Agreement for the City College Reservoir (City Agreement No. 91-010), and any other documents necessary to implement the amendment, with New Cingular Wireless PCS, LLC for five years with four five-year renewal options for the operation and maintenance of telecommunications equipment.
Contact: Ken Hancock, Real Property Agent III, (916) 808-5752, Department of Public Works

14. **Eighth Amendment to Revocable Permit Agreement for Telecommunications Equipment at the Alhambra Reservoir**
Report # 2016-00195
Location: 3230 J Street, District 3
Action: Passed **Resolution No. 2016-0087** authorizing the City Manager or the City Manager's designee to execute the Eighth Amendment to Revocable Permit Agreement for the Alhambra Reservoir (City Agreement No. 91-009), and any other documents necessary to implement the amendment, with New Cingular Wireless PCS, LLC for five years with four five-year renewal options for the operation and maintenance of telecommunications equipment.
Contact: Ken Hancock, Real Property Agent III, (916) 808-5752, Department of Public Works
15. **Vision Zero Sacramento - Eliminate Traffic Deaths in Sacramento**
Report # 2016-00250
Location: Citywide
Action: Public comment heard from Kirin Kumar, Gavin Baker, passed **Motion No. 2016-0074** directing the City Manager to 1) develop a Vision Zero Action Plan toward eliminating traffic deaths in Sacramento; and 2) establish a Vision Zero Task Force to assist in developing and implementing the Vision Zero Action Plan.
Contact: Hector Barron, City Traffic Engineer, (916) 808-2669, Department of Public Works
16. **Application and Related Matters for a CalRecycle Household Hazardous Waste Grant (Y14000900)**
Report # 2016-00273
Location: Citywide
Action: Passed **Resolution No. 2016-0088** authorizing the City Manager or the City Manager's designee to: 1) apply for the CalRecycle Household Hazardous Waste Grant – Cycle 27 in an amount not to exceed \$50,000; if the grant is awarded, 2) execute the grant agreement and all related documents; and 3) establish revenue and expenditure budgets in an amount not to exceed \$50,000 in the Solid Waste Repair and Rehabilitation Project (Y14000900).
Contact: Terrance Davis, Integrated Waste General Manager, (916) 808-4949, Department of Public Works
17. **Contract: Vehicle Equipment and Installation Services (Two-Thirds Vote Required)**
Report # 2016-00277
Location: Citywide
Action: Passed **Resolution No. 2016-0089:** 1) suspending competitive bidding in the best interests of the City for the purchase of vehicle equipment and installation services; and 2) authorizing the City Manager or the City Manager's designee to execute a one-year contract with four one-year renewal options to Rocky Mountain Window Tint in an amount not to exceed \$300,900 for the potential five-year term provided that sufficient funds are available in the budget adopted for the applicable fiscal year.
Contact: Iseña Garcia, Program Specialist, (916) 808-1163; Mark Stevens, Fleet Manager, (916) 808-5869, Department of Public Works

- 18. Contract: Original Equipment Manufacturer Parts and Services (Two-Thirds Vote Required)**
Report # 2016-00280
Location: Citywide
Action: Passed **Resolution No. 2016-0090:** 1) suspending competitive bidding in the best interests of the City for the purchase of New Way Refuse, and Wayne Curbtender Original Equipment Manufacturer (OEM) parts and services; and 2) authorizing the City Manager or the City Manager's designee to execute a one-year contract with four one-year renewal options to Ray Gaskin Service for the purchase of New Way Refuse, and Wayne Curbtender OEM parts and services in an amount not to exceed \$300,000 for the potential five-year term provided that sufficient funds are available in the budget adopted for the applicable fiscal year.
Contact: Iseña Garcia, Program Specialist, (916) 808-1163; Mark Stevens, Fleet Manager, (916) 808-5869, Department of Public Works
- 19. Supplemental Agreement: Meadowview Road Streetscape (T15145500)**
Report # 2016-00283
Location: District 8
Action: Passed **Resolution No. 2016-0091:** 1) authorizing the City Manager to execute Supplemental Agreement No. 3 to City Agreement No. C2015-0010 with Bennett Engineering Services in an amount not to exceed \$89,310; 2) transferring \$100,000 (Fund 2001) from the State and Federal Grant Match Project (T15007200) to the Meadowview Road Streetscape Project (T15145500); and 3) resetting the City Manager's authority to issue supplemental agreements for City Agreement No. 2015-010.
Contact: Cecilyn Foote, Associate Civil Engineer, (916) 808-6843; Nicholas Theocharides, Engineering Services Manager, (916) 808-5065, Department of Public Works
- 20. HSIP Hybrid Pedestrian Signals Project (T15145100) Appropriation of Funds**
Report # 2016-00287
Location: Citywide
Action: Passed **Resolution No. 2016-0092:** 1) approving the transfer of funds in the amount of \$70,795 (Fund 2025) from the Pedestrian Safety Program (S15120500) to the HSIP Hybrid Pedestrian Signals Project (T15145100); and 2) appropriating \$55,000 (Fund 3703) in federal funding to the HSIP Hybrid Pedestrian Signals Project (T15145100).
Contact: Kaleb Haile, Senior Engineer (916) 808-7020; Nicholas Theocharides, Engineering Services Manager, (916) 808-8280, Department of Public Works

- 21. Agreement: Exclusive Right to Negotiate With North Natomas Town Center LLC**
Report # 2016-00312
Location: Northwest corner of Del Paso Road and Via Ingoglia, Council District 1
Action: Passed **Motion No. 2016-0075** authorizing the City Manager or the City Manager's designee to execute an Exclusive Right to Negotiate (ERN) agreement with North Natomas Town Center LLC (Developer) for the sale of a portion of Assessor Parcel Number 225-0040-089 that is surplus park land.
Contact: Bill Sinclair, Facilities and Real Property Superintendent, (916) 808-1905, Department of Public Works; Mary de Beauvieres, Principal Planner, (916) 808-8722, Department of Parks and Recreation
- 22. Supplemental Agreement: Construction Management Software Services for the Water Treatment Plants Rehabilitation Project (Z14006000)**
Report # 2016-00237
Location: Districts 3 and 6
Action: Passed **Motion No. 2016-0076** authorizing the City Manager, or the City Manager's designee, to execute Supplemental Agreement No. 1 to City Agreement No. 2013-0416 with Bentley Systems, Inc., extending the services for one year for \$31,924, bringing the agreement's total not-to-exceed amount to \$117,815.
Contact: Dan Sherry, Engineering & Water Resources Manager, (916) 808-1419; Michelle Carrey, Supervising Engineer, (916) 808-1438; Ian Pietz, Senior Engineer, (916) 808-1910, Department of Utilities
- 23. Supplemental Agreement: On-Call Plan Check Services**
Report # 2016-00262
Location: Citywide
Action: Passed **Motion No. 2016-0077** authorizing the City Manager, or the City Manager's designee, to execute Supplemental Agreement No. 2 to City Agreement No. 2014-1002 with MRPE, Inc. for additional on-call plan check services in an amount not-to-exceed \$70,000, bringing the agreement's total not-to-exceed amount to \$267,240.
Contact: Dan Sherry, Engineering & Water Resources Manager, (916) 808-1419; Tony Bertrand, Supervising Engineer, (916) 808-1461, Department of Utilities
- 24. Contract: R/S Alley 2nd to 4th, F Street 18-20th St. Sewer Replacement Project**
Report # 2016-00281
Location: District 4
Action: Passed **Motion No. 2016-0078:** 1) approving the contract plans and specifications for the R/S Alley 2nd to 4th St., F Street 18th-20th Street Sewer Replacement Project; and 2) awarding the contract to C.E. Cox General Engineering for an amount not-to-exceed \$277,642.
Contact: Dan Sherry, Engineering & Water Resources Manager, (916) 808-1419; Brett Grant, Supervising Engineer, (916) 808-1413; Mark Elliott, Project Manager, (916) 808-8894, Department of Utilities

Public Hearings

25. Renewal and Expansion of the Midtown Sacramento Property and Business Improvement District No. 2016-02 (Noticed 01/27/2016)

Report # 2016-00109 **Estimated Time: 5 minutes** (Actual time: 7 minutes)

Location: District 4

Action: Moved/Seconded: Member Steve Hansen / Member Jeff Harris

Yes: Members Angelique Ashby, Larry Carr, Eric Guerra, Steve Hansen, Jeff Harris, Rick Jennings, Jay Schenirer, and Allen Warren

Absent: Mayor Kevin Johnson

Conducted a public hearing with public comment heard from Mike Wiley, Mac Worthy, John Hodgson, and upon conclusion passed **Motion No. 2016-0079** directing the City Clerk to: 1) tabulate the assessment ballots submitted and not withdrawn before the hearing is closed; and 2) bring back as a Consent item on March 22, 2016, with the tabulation results.

Contact: Sini Makasini, Administrative Analyst, (916) 808-7967; Mark Griffin, Special Districts Manager, (916) 808-8788, Department of Finance

26. Emergency Ordinance Extending the Interim Ordinance Imposing a Moratorium on Cannabis Cultivation [Four-Fifths Vote Required] (Noticed 03/04/2016; To Be Published in its Entirety Upon Approval)

Report # 2016-00297 **Estimated Time: 35 minutes** (Actual time: 8 minutes)

Location: Citywide

Action: Moved/Seconded: Member Jay Schenirer / Member Steve Hansen

Yes: Members Angelique Ashby, Larry Carr, Eric Guerra, Steve Hansen, Jeff Harris, Rick Jennings, Jay Schenirer, and Allen Warren

Absent: Mayor Kevin Johnson

Conducted a public hearing with public comment heard from Mac Worthy, and upon conclusion passed **Emergency Ordinance No. 2016-0013 as amended** extending the moratorium on cannabis cultivation to September 18, 2016.

Contact: Brad Wasson, Revenue Manager, (916) 808-5844, Department of Finance; Joy Patterson, Principal Planner, (916) 808-5607, Community Development Department

Information Report

This item is for information only and is not eligible for action at this time.

27. Notification of Final Map Approval for the Patterson Subdivision (P05-105)

Report # 2016-00346

Location: District 2

Action: Received and filed.

Contact: Jerry Lovato, Senior Engineering Technician, (916) 808-7918, Department of Public Works

28. Notification of Final Map Approval for The Creamery - Phase 1 (P13-043)

Report # 2016-00347

Location: District 4

Action: Received and filed.

Contact: Jerry Lovato, Senior Engineering Technician, (916) 808-7918, Department of Public Works

Public Comments-Matters Not on the Agenda (2 minutes per speaker)

- | | |
|--------------------|----------------------|
| 1. Homeless | f. Pastor Gainsbrugh |
| a. Jrmar Jefferson | g. Wanda |
| b. David Andre | h. Jeffrey Nelson |
| c. Lorraine Brown | i. Robert Coplin |
| d. Trina Allen | j. Laurie Blazich |
| e. Anyon Douglas | k. Mac Worthy |

Council Comments-Ideas, Questions and Meeting/Conference Reports

1. Information Requests

None.

2. Board/Commission Appointments

- a. Parks and Recreation Commission
 - 1. Jag Bains
- b. City and County Bicycle Advisory Committee
 - 1. Christine Casey
 - 2. Christian Farland
- c. Ethel Macleod Hart Trust Fund Advisory Committee
 - 1. Anita Perez-Otero
- d. Housing Code Advisory and Appeals Board
 - 1. Kevin McKinley
 - 2. Barry Chamberlain

Adjourned – 7:19 p.m. in memory of Angie Louie

CITY COUNCIL

Kevin Johnson, Mayor
Angelique Ashby, District 1
Allen Warren, District 2
Jeff Harris, District 3
Steve Hansen, District 4
Jay Schenirer, District 5
Eric Guerra, District 6
Rick Jennings, II, Vice Mayor, District 7
Larry Carr, Mayor Pro Tem, District 8

CHARTER OFFICERS

James Sanchez, City Attorney
Shirley Concolino, City Clerk
John F. Shirey, City Manager
John Colville, Interim City Treasurer



Special Meeting DRAFT Minutes

City Council
Financing Authority
Housing Authority
Public Financing Authority
Redevelopment Agency
Successor Agency

KVIE Public Television
Community Room
2030 W. El Camino Avenue, First Floor
Sacramento, CA 95833

Published by the
Office of the City Clerk
(916) 808-5163

**Thursday, March 17, 2016
9:00 a.m.**

NOTICE TO THE PUBLIC

You are welcomed and encouraged to participate in this meeting. Public comment is taken (2 minutes maximum) on items listed on the agenda only. Comments on controversial items may be limited and large groups are encouraged to select 3-5 speakers to represent the opinion of the group.

Notice to Lobbyists: When addressing the legislative bodies you must identify yourself as a lobbyist and announce the client/business/organization you are representing (City Code section 2.15.160).

Speaker slips are located in racks inside the chamber and should be completed and submitted to the City Clerk.

Government Code section 54956 et seq. (The Brown Act) states that SPECIAL MEETINGS require twenty-four hour (24) notice be provided to members of legislative body and media outlets including brief general description of matters to be considered or discussed.

The order of Agenda items are listed for reference and may be taken in any order deemed appropriate by the legislative body.

Meeting facilities are accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify the Office of the City Clerk at (916) 808-7200 as soon as possible prior to the meeting.

SPECIAL MEETING DRAFT MINUTES

Thursday, March 17, 2016
9:00 a.m. – 11:00 a.m.

KVIE Public Television
Community Room
2030 W. El Camino Avenue, First Floor
Sacramento, CA 95833

A special meeting called to order by Mayor Kevin Johnson at 9:00 a.m. Thursday, March 17, 2016 at KVIE Public Television, Community Room, 2030 W. El Camino Avenue, First Floor, Sacramento, CA 95833.

Members Present: Angelique Ashby (arrived 9:30 a.m.), Larry Carr, Eric Guerra (arrived 9:15 a.m.), Steve Hansen (arrived 9:50 a.m.), Jeff Harris, Rick Jennings, Jay Schenirer, Allen Warren, and Mayor Kevin Johnson.

Public Comment (Items on the Agenda Only)

Pastor Les Simmons thanked the Council for taking an open approach to the City Manager search process, for including community input and creating a transparent process.

Council Workshop

Discussion on the process for recruiting for the position of city manager.

Action: By unanimous concurrence Council adopted the proposed process and timeline as presented by Heather Renschler.

Heather Renschler, CEO of Ralph Anderson and Associates, and the recruiter for the City Manager search, presented to the Council on the process, community input, candidate profile and milestones. Information presented included the information and feedback Renschler gathered from the individual meetings with each Council member.

Community input will consist of three main components: district meetings, community survey, and a roundtable. The discussion on community input was toward refining the community survey which will launch on Tuesday, March 22, 2016. Council outreach will be conducted through neighborhood associations, email blasts, meetings, office hours and the distribution of comment cards. Community input must be completed by April 15, 2016 to be included in the development of the brochure. Council expressed a preference to continue to accept community input beyond the recruitment brochure distribution to allow additional feedback for the interview process.

Renschler reviewed a list of attributes and experience of an ideal candidate based on the discussions she had with each of the Councilmembers (see attached Power Point). Following discussion, Councilmembers added three desirable attributes to the existing list: values gender equality, track record of excellent customer service, and the addition of the word “collaborative” to “positive council relations”. Renschler will provide a report to the Council at the end of April regarding the results of the community input process.

Renschler identified the following milestone dates for the recruitment process.

- January-March 2016 Input from City Council
- March-April 2016 Input from Community
- May-June 2016 Application Process
- July-August 2016 Interview and Selection
- Sept-Oct 2016 Final Selection and Hiring

Following discussion regarding the overall timing of the search, Renschler stated that she considered the timing and believes it is not in the best interest of the City to wait.

Adjourned – 10:11a.m.



COUNCIL WORKSHOP

Initiating the City Manager Search

OPENING REMARKS

Mayor Kevin Johnson



AGENDA



1 Search Process Overview

2 Community Input

3 Candidate Profile

4 Milestones & Key Dates



SEARCH PROCESS OVERVIEW

TOPIC

1



SEARCH PROCESS OVERVIEW

TOPIC

1

- Scope of Search
- Timeline
- Outreach / Candidate ID
- Interviews
- Final Selection





COMMUNITY INPUT

TOPIC
2



COMMUNITY INPUT

TOPIC

2

Key Components:

- Council District Meetings
- Community Survey
- Business Roundtable



CANDIDATE PROFILE

TOPIC
3



CANDIDATE PROFILE

TOPIC
3

Key Components:

- Type of Career Experience
- Personal Attributes

TYPE OF CAREER EXPERIENCE

- Experience as City Manager or Top Administrator/Executive*
- Public Sector / Local Government
 - Traditional vs. Non-Traditional
 - Combination of Experience

TYPE OF CAREER EXPERIENCE

- Size, Scope & Complexity
 - i.e. Large Enterprise (Staff / Budget)
- Range of Organizations
 - Local / Regional / Statewide / National

TYPE OF CAREER EXPERIENCE

TOPIC
3

- Change Management*
- Experience with Unionized Workforce
 - Strong Relationships with Labor Unions
- Public Bid Process / Contracts / MOUs

TYPE OF CAREER EXPERIENCE

- Ability to Build Stronger Economic Base*
 - 1 - Attract, Retain and Expand Employers
 - 2 - Diversify Type / Mix of Employers
 - 3 - Increased Opportunities = More Jobs

TYPE OF CAREER EXPERIENCE

- Strong Council Relations
- Positive Community Relations
- Outstanding Public Relations Skills

CANDIDATE PROFILE

TOPIC
3

Key Components:

- Type of Career Experience
- Personal Attributes

PERSONAL ATTRIBUTES

TOPIC
3

- Dynamic Leadership*
 - Transformational / Best Practices
- Strong Manager of People and Resources
- Broad-based Financial Understanding
- Exceptional Business Acumen

PERSONAL ATTRIBUTES

TOPIC
3

- Technically Competent
 - Broad-based expertise in managing a large, complex organization or enterprise

PERSONAL ATTRIBUTES

TOPIC
3

- People Person and Relationship Builder
 - Foster positive dynamics with Council, Staff, Public, Business Community and Constituent Groups
 - Collaborative style
- Value, Appreciate, and Prioritize Gender Equity and Diversity in both the Workplace and the Community

PERSONAL ATTRIBUTES

TOPIC
3

- Drive Accountability with Performance Managements Systems*
 - Data Driven Decision-Making
 - Metrics
 - Best Practices
- Track Record of Career Success

PERSONAL ATTRIBUTES

- Excellent Communicator
- Outstanding Steward of Public Funds
- Ability to Inspire, Mentor, Build and Prepare the Next Generation

PERSONAL ATTRIBUTES

TOPIC
3

- Proven Track Record of Customer Service Focus / Orientation in Career
- Goal and Solutions-Oriented
- Entrepreneurial Mindset*
 - Well Suited to lead Sacramento into the *"New Era"*

PERSONAL ATTRIBUTES

- Ability to **spark** new ideas, engage the Council and fully implement
- Has a Creative and Innovative Spirit that fosters...



BIG

AUDACIOUS

IDEAS





MILESTONES & KEY DATES

TOPIC

4



MILESTONES & KEY DATES

April through June:

- Receive Community Input - Mid April
- City Council to Approve Brochure - Late April
- Open Search - Early May
- Close Search - Late June

MILESTONES & KEY DATES

July through August:

- Screen Resumes - Early July
- Council to Approve Candidate Pool- Mid July
- City Council Interviews - July / August
 - 1st Round
 - 2nd Round



MILESTONES & KEY DATES

TOPIC

4

September through October:

- Final Interviews and Selection - Early Sept
- Formulate Offer - Early Sept
- Contract Approval by City Council - Mid Sept
- Start Date - Late Oct / Early Nov

QUESTIONS?



CLOSING REMARKS

Mayor Kevin Johnson



Meeting Date: 3/29/2016

Report Type: Consent

Report ID: 2016-00387

Title: Confirmation of Board and Commission Appointments

Location: Citywide

Recommendation: Pass a Motion confirming board/commission appointment(s) to the: 1) Parks and Recreation Commission – Jag Bains (Seat A); 2) City and County Bicycle Advisory Committee – Christine Casey (Seat C) and Christian Farland (Seat F); 3) Ethel Macleod Hart Trust Fund Advisory Committee – Anita Perez-Otero (Seat D); and 4) Housing Code Advisory and Appeals Board – Kevin McKinley (Seat D) and Barry Chamberlain (Seat E).

Contact: Wendy Klock-Johnson, Assistant City Clerk, (916) 808-7509; Phoebe Schueler, Senior Deputy City Clerk, (916) 808-7605, Office of the City Clerk

Presenter: None

Department: City Clerk

Division: City Clerk

Dept ID: 04001011

Attachments:

1-Description/Analysis

2-Background

City Attorney Review

Approved as to Form

Gerald Hicks

3/23/2016 2:26:40 PM

Approvals/Acknowledgements

Department Director or Designee: Wendy Klock-Johnson - 3/23/2016 2:08:10 PM

Description/Analysis

Issue Detail: As required by City Charter section 230, board and commission appointments made by the Mayor must be confirmed by the City Council.

Policy Considerations: None.

Economic Impacts: *None.*

Environmental Considerations: None.

Sustainability: None.

Commission/Committee Action: After review and consideration by Personnel and Public Employee Committee, candidates were nominated and forwarded to the Mayor for Appointment, which now requires council confirmation. A full list of candidates are outlined in the background section of this report.

Rationale for Recommendation: Confirmation of appointment(s) by the City Council finalizes the process.

Financial Considerations: None.

Local Business Enterprise (LBE): None.

Background:

On March 15, 2016, the Mayor made the following appointments, which require confirmation by the City Council.

| Board/Commission | Appointee Name | Seat Category | Seat Description | Nominated By: |
|--|-----------------------|----------------------|---|----------------------|
| Parks and Recreation Commission | Jag Bains | A | A member from the public at large, recommended for appointment by the District 1 Councilmember. | District 1 |
| City and County Bicycle Advisory Committee | Christine Casey | C | A member appointed by the Sacramento City Mayor and confirmed by the Sacramento City Council. | P&PE |
| City and County Bicycle Advisory Committee | Christian Farland | F | A member appointed by the Sacramento City Mayor and confirmed by the Sacramento City Council. | P&PE |
| Ethel Macleod Hart Trust Fund Advisory Committee | Anita Perez-Otero | D | A member representing the population at large and reflective of the socio-economic makeup of the older adult population, who is at least 60 years of age. | P&PE |
| Housing Code Advisory and Appeals Board | Kevin McKinley | D | A member who is not an employee of the City of Sacramento. | P&PE |
| Housing Code Advisory and Appeals Board | Barry Chamberlain | E | A member who is not an employee of the City of Sacramento. | P&PE |

The following is the status of all individuals who applied but were not selected in the application review and/or interview process:

| Board/Commission | Applicant Name | Seat Category | Seat Description |
|--|-----------------------|----------------------|---|
| City and County Bicycle Advisory Committee | Barbara Schmitz | C or F | A member appointed by the Sacramento City Mayor and confirmed by the Sacramento City Council. |

Meeting Date: 3/29/2016

Report Type: Consent

Report ID: 2016-00324

Title: February 2016 Monthly Investment Transactions Report

Location: Citywide

Recommendation: Receive and file.

Contact: Bob Tokunaga, Chief Investment Officer, (916) 808-5340, Office of the City Treasurer

Presenter: None

Department: City Treasurer

Division: City Treasurer

Dept ID: 05001011

Attachments:

1-Description/Analysis

2-Background

3-Exhibit A to F

City Attorney Review

Approved as to Form

Steve Itagaki

3/16/2016 9:47:23 AM

Approvals/Acknowledgements

Department Director or Designee: John Colville - 3/10/2016 3:21:32 PM

Description/Analysis

Issue Detail: The City Treasurer provides monthly reports to the City Council on current investment activity.

Policy Considerations: The City Treasurer routinely reports on monthly investment transactions to keep the City Council advised of current investment activity.

Economic Impacts: None

Environmental Considerations: None

Sustainability: None

Commission/Committee Action: None

Rationale for Recommendation: The City Treasurer is responsible for investing and reporting in accordance with the authority granted by City Charter Section 73, City Council ordinances and resolutions, and applicable state law.

Financial Considerations: The monthly investment report sets forth the monthly transactions of the City Treasurer's Office Investment Pool A funds. Portfolio value on January 31, 2016 was \$884,827,442 and on February 29, 2016 the value was \$888,518,465. The interest yield for the month was 1.11%. There were 22 total transactions for the period (13 purchases, 2 calls and 7 maturities). The estimated duration of the portfolio is 1.86 years.

Consistent with the Investment Policy adopted by City Council on August 25, 2015, the monthly report herein includes the content described in Government Code sections 53607 and 53646 (b).

Local Business Enterprise (LBE): Because this transaction does not involve the purchase of goods or services for the City, LBE efforts are not applicable.

Background Information:

California Statutes Chapter 783, Statutes of 1995 and Chapter 749, Statutes of 1996 were enacted to help avoid a repeat of the December 1994 Orange County investment fiasco which resulted in investment losses exceeding \$1.7 billion for Orange County and other local government entities. These statutes made revisions to certain State laws that addressed the investing of public funds, including, among other things, the requirement of reporting investment activity on a periodic basis. Specifically, Government Code section 53607 requires monthly reports to the City Council.

Commencing March, 1997, the City Treasurer, as the person vested with authority to invest City funds, has rendered monthly transaction reports to the City Council and this staff report accompanies the latest of such reports. This practice is consistent with prior City Council principles regarding investment authority, which emphasize full disclosure and prompt reporting of investment policy, strategies, programs and actual investments as reflected in Resolution 95-108.

For informational purposes, the City Treasurer also reports on transactions of other funds invested by the Treasurer's Office in addition to the City's funds. The summary and transactions detail for the month ended February 29, 2016 are listed in Exhibits A, B, C, D, E and F.

**City of Sacramento
Summary of Transactions
February-16**

Local Agency Funds:

| | <u>Pool A</u> | <u>Ethel Hart Trust</u> | <u>Public Trust</u> | <u>George Clark</u> | <u>Total</u> |
|----------------------|------------------------------|-------------------------|------------------------|------------------------|------------------------------|
| Purchases | \$ 76,556,004 | \$ - | \$ - | \$ - | \$ 76,556,004 |
| Sales | - | - | - | - | - |
| Calls | 6,997,500 | - | - | - | 6,997,500 |
| Maturities | 23,276,758 | - | - | - | 23,276,758 |
| Contributions | 72,230,301 | - | - | - | 72,230,301 |
| Withdrawals | 69,567,482 | - | 8,606 | 1,582 | 69,577,670 |
| Total | <u>\$ 248,628,045</u> | <u>\$ -</u> | <u>\$ 8,606</u> | <u>\$ 1,582</u> | <u>\$ 248,638,233</u> |

Outside Agency Funds:

Sacramento City Employees' Retirement System (SCERS) Funds:

| | <u>Fixed Bonds</u> | <u>Equity Income</u> | <u>Large Cap</u> | <u>International</u> | <u>Total</u> |
|----------------------|----------------------------|-------------------------|-----------------------------|----------------------------|-----------------------------|
| Purchases | \$ - | \$ 8,529 | \$ 3,631,701 | \$ - | \$ 3,640,230 |
| Sales | - | 24,747 | 10,635,210 | 4,329,686 | 14,989,643 |
| Calls | - | - | - | - | - |
| Maturities | 64,956 | - | - | - | 64,956 |
| Expenses | 367 | - | - | - | 367 |
| Contributions | - | - | - | - | - |
| Withdrawals | 1,516,463 | 22,605 | 88,076 | 2,000,000 | 3,627,144 |
| Total | <u>\$ 1,581,786</u> | <u>\$ 55,881</u> | <u>\$ 14,354,987</u> | <u>\$ 6,329,686</u> | <u>\$ 22,322,340</u> |

**City of Sacramento
Summary of Transactions
February-16**

SHRA Investment Pool Fund:

| | <u>Pool D</u> | | <u>Total</u> |
|----------------------|---------------------|--|---------------------|
| Purchases | \$ 3,222,000 | | \$ 3,222,000 |
| Sales | - | | - |
| Calls | 1,575,000 | | 1,575,000 |
| Maturities | - | | - |
| Contributions | 386,007 | | 386,007 |
| Withdrawals | - | | - |
| Total | <u>\$ 5,183,007</u> | | <u>\$ 5,183,007</u> |

Capitol Area Development Authority (CADA) Funds:

| | <u>CADA</u> | <u>CADA-A</u> | <u>CADA-B</u> | | <u>Total</u> |
|----------------------|-------------|---------------|---------------|--|--------------|
| Contributions | \$ - | \$ - | \$ - | | \$ - |
| Withdrawals | - | - | - | | - |
| Total | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> | | <u>\$ -</u> |

All Other Funds:

| | <u>ARFCD</u> | <u>RD</u> | <u>SPLA</u> | <u>SPLA-T</u> | <u>TNBC</u> | | <u>Total</u> |
|----------------------|-------------------|-------------|---------------------|---------------|-------------|--|---------------------|
| Contributions | \$ 650,000 | \$ - | \$ 9,000,000 | \$ - | \$ - | | \$ 9,650,000 |
| Withdrawals | - | - | - | - | - | | - |
| Total | <u>\$ 650,000</u> | <u>\$ -</u> | <u>\$ 9,000,000</u> | <u>\$ -</u> | <u>\$ -</u> | | <u>\$ 9,650,000</u> |

GRAND TOTAL \$ 285,793,580

City of Sacramento
TRANSACTION SUMMARY
City Investment Pool A
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| PURCHASES | | | | | | | |
| 02-02-16 | 1,400,000 | University Calif Revs For Prev 1.796% Due 07-01-19 | 101.14 | 1,416,030 | | | |
| 02-04-16 | 4,000,000 | UBS Finance 0.820% Due 08-29-16 | 99.53 | 3,981,140 | | | |
| 02-04-16 | 6,000,000 | UBS Finance 0.850% Due 08-31-16 | 99.51 | 5,970,392 | | | |
| 02-04-16 | 14,000,000 | Federal Home Loan Bank 0.510% Due 09-13-16 | 99.69 | 13,956,168 | | | |
| 02-04-16 | 7,000,000 | Federal Home Loan Bank 0.520% Due 09-27-16 | 99.66 | 6,976,239 | | | |
| 02-04-16 | 13,000,000 | Fannie Mae 0.460% Due 08-29-16 | 99.74 | 12,965,615 | | | |
| 02-04-16 | 2,000,000 | Freddie Mac 1.000% Due 08-24-18 | 100.00 | 2,000,000 | | | |
| 02-16-16 | 2,000,000 | Apple Inc 2.250% Due 02-23-21 | 99.93 | 1,998,580 | | | |
| 02-16-16 | 2,000,000 | Toyota Motor Credit Corp 1.700% Due 02-19-19 | 99.99 | 1,999,760 | | | |
| 02-17-16 | 3,000,000 | Federal Home Loan Bank 1.375% Due 02-18-21 | 99.60 | 2,987,880 | | | |
| 02-19-16 | 14,000,000 | Met Life 0.720% Due 10-11-16 | 99.53 | 13,934,200 | | | |
| 02-26-16 | 5,000,000 | Tennessee Valley Auth 4.500% Due 04-01-18 | 107.40 | 5,370,000 | | | |
| 02-26-16 | 3,000,000 | Fannie Mae 0.850% Due 03-23-21 | 100.00 | 3,000,000 | | | |
| TOTAL | | | | 76,556,004 | | | |

City of Sacramento
TRANSACTION SUMMARY
City Investment Pool A
 From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| CALLS | | | | | | | |
| 02-15-16 | 5,000,000 | Freddie Mac 1.650% Due 11-15-19 | 99.95 | 4,997,500 | 100.00 | 5,000,000 | 2,500 |
| 02-26-16 | 2,000,000 | Federal Home Loan Bank 2.500% Due 08-26-20 | 100.00 | 2,000,000 | 100.00 | 2,000,000 | 0 |
| TOTAL | | | | 6,997,500 | | 7,000,000 | 2,500 |

City of Sacramento
TRANSACTION SUMMARY
City Investment Pool A
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| MATURITIES | | | | | | | |
| 02-01-16 | 1,000,000 | California St 1.050% Due 02-01-16 | 100.34 | 1,003,380 | 100.00 | 1,000,000 | -3,380 |
| 02-01-16 | 1,900,000 | Illinois St 4.533% Due 02-01-16 | 107.69 | 2,046,110 | 100.00 | 1,900,000 | -146,110 |
| 02-01-16 | 3,000,000 | Orange Cnty Calif Pension Obli 0.680% Due 02-01-16 | 100.00 | 3,000,000 | 100.00 | 3,000,000 | 0 |
| 02-02-16 | 265,314 | River City Bank CD (Non-Negotiable) 0.399% Due 02-02-16 | 100.00 | 265,314 | 100.00 | 265,314 | 0 |
| 02-16-16 | 5,000,000 | Coca Cola Company 0.360% Due 02-16-16 | 99.76 | 4,988,250 | 99.76 | 4,988,250 | 0 |
| 02-16-16 | 7,000,000 | MUFG Union Bank 0.350% Due 02-16-16 | 99.79 | 6,985,368 | 99.79 | 6,985,368 | 0 |
| 02-26-16 | 5,000,000 | Toyota Motor Credit Corp 0.380% Due 02-26-16 | 99.77 | 4,988,336 | 99.77 | 4,988,336 | 0 |
| TOTAL | | | | 23,276,758 | | 23,127,268 | -149,490 |

City of Sacramento
TRANSACTION SUMMARY
City Investment Pool A
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|----------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| CONTRIBUTIONS | | | | | | | |
| 02-01-16 | | B Of A Cash | | 25,816 | | | |
| 02-01-16 | | B Of A Cash | | 4,329,246 | | | |
| 02-01-16 | | Fidelity Fund | | 3,372 | | | |
| 02-01-16 | | Fidelity Fund | | 1,687 | | | |
| 02-01-16 | | Fidelity Fund | | 971 | | | |
| 02-01-16 | | Fidelity Fund | | 235,186 | | | |
| 02-01-16 | | Fidelity Fund | | 675,176 | | | |
| 02-01-16 | | Fidelity Fund | | 7,000 | | | |
| 02-02-16 | | B Of A Cash | | 4,363,937 | | | |
| 02-02-16 | | Fidelity Fund | | 737,836 | | | |
| 02-03-16 | | B Of A Cash | | 1,700 | | | |
| 02-03-16 | | Fidelity Fund | | 14,886 | | | |
| 02-03-16 | | Fidelity Fund | | 21,640 | | | |
| 02-04-16 | | B Of A Cash | | 1,513 | | | |
| 02-04-16 | | Fidelity Fund | | 12,252 | | | |
| 02-05-16 | | B Of A Cash | | 5,982,901 | | | |
| 02-08-16 | | B Of A Cash | | 2,785,876 | | | |
| 02-09-16 | | B Of A Cash | | 2,983,174 | | | |
| 02-10-16 | | B Of A Cash | | 3,478,630 | | | |
| 02-10-16 | | Fidelity Fund | | 4,450 | | | |
| 02-11-16 | | B Of A Cash | | 3,563,300 | | | |
| 02-11-16 | | Fidelity Fund | | 437 | | | |
| 02-11-16 | | Fidelity Fund | | 328 | | | |
| 02-11-16 | | Fidelity Fund | | 22,196 | | | |
| 02-12-16 | | Fidelity Fund | | 1,020 | | | |
| 02-12-16 | | Fidelity Fund | | 90 | | | |
| 02-16-16 | | B Of A Cash | | 7,793 | | | |
| 02-16-16 | | B Of A Cash | | 1,855,719 | | | |
| 02-16-16 | | Fidelity Fund | | 139 | | | |
| 02-16-16 | | Fidelity Fund | | 296,513 | | | |
| 02-16-16 | | Fidelity Fund | | 37,426 | | | |
| 02-16-16 | | Fidelity Fund | | 15,606 | | | |
| 02-16-16 | | Fidelity Fund | | 646,548 | | | |
| 02-16-16 | | Fidelity Fund | | 2,591 | | | |
| 02-16-16 | | Fidelity Fund | | 777 | | | |
| 02-17-16 | | B Of A Cash | | 9,000,000 | | | |
| 02-17-16 | | B Of A Cash | | 7,590,261 | | | |
| 02-17-16 | | Fidelity Fund | | 7,071 | | | |
| 02-18-16 | | B Of A Cash | | 43,020 | | | |
| 02-18-16 | | Fidelity Fund | | 747 | | | |
| 02-18-16 | | Fidelity Fund | | 1,177,094 | | | |
| 02-18-16 | | Fidelity Fund | | 2,769,542 | | | |
| 02-19-16 | | B Of A Cash | | 1,500,097 | | | |
| 02-19-16 | | Fidelity Fund | | 1,257,208 | | | |
| 02-19-16 | | Fidelity Fund | | 2,580,104 | | | |
| 02-22-16 | | B Of A Cash | | 2,339,973 | | | |
| 02-22-16 | | Fidelity Fund | | 539 | | | |
| 02-22-16 | | Fidelity Fund | | 269 | | | |
| 02-22-16 | | Fidelity Fund | | 308 | | | |
| 02-22-16 | | Fidelity Fund | | 223,457 | | | |
| 02-22-16 | | Fidelity Fund | | 713,045 | | | |

City of Sacramento
TRANSACTION SUMMARY
City Investment Pool A
 From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/Loss</u> |
|-------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| 02-23-16 | | B Of A Cash | | 1,637,627 | | | |
| 02-23-16 | | Fidelity Fund | | 43,164 | | | |
| 02-24-16 | | B Of A Cash | | 2,483,731 | | | |
| 02-24-16 | | Fidelity Fund | | 11,437 | | | |
| 02-25-16 | | B Of A Cash | | 650,000 | | | |
| 02-25-16 | | B Of A Cash | | 5,371,011 | | | |
| 02-25-16 | | Fidelity Fund | | 5,529 | | | |
| 02-25-16 | | Fidelity Fund | | 10,410 | | | |
| 02-26-16 | | B Of A Cash | | 5,049 | | | |
| 02-26-16 | | Fidelity Fund | | 1,832 | | | |
| 02-29-16 | | B Of A Cash | | 5,193 | | | |
| 02-29-16 | | Fidelity Fund | | 335 | | | |
| 02-29-16 | | Fidelity Fund | | 684,512 | | | |
| TOTAL | | | | 72,230,301 | | | |

City of Sacramento
TRANSACTION SUMMARY
City Investment Pool A
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-01-16 | | B Of A Cash | | 8,906,240 | | | |
| 02-02-16 | | B Of A Cash | | 10,468,280 | | | |
| 02-03-16 | | B Of A Cash | | 2,536,601 | | | |
| 02-04-16 | | B Of A Cash | | 2,316,235 | | | |
| 02-05-16 | | B Of A Cash | | 385,844 | | | |
| 02-05-16 | | Fidelity Fund | | 635,334 | | | |
| 02-08-16 | | B Of A Cash | | 1,861,963 | | | |
| 02-08-16 | | Fidelity Fund | | 326,847 | | | |
| 02-09-16 | | B Of A Cash | | 2,012,377 | | | |
| 02-09-16 | | Fidelity Fund | | 702,132 | | | |
| 02-10-16 | | B Of A Cash | | 524,794 | | | |
| 02-11-16 | | B Of A Cash | | 849,067 | | | |
| 02-12-16 | | B Of A Cash | | 3,654,706 | | | |
| 02-12-16 | | Fidelity Fund | | 164 | | | |
| 02-12-16 | | Fidelity Fund | | 1,800 | | | |
| 02-12-16 | | Fidelity Fund | | 753 | | | |
| 02-16-16 | | B Of A Cash | | 11,490,818 | | | |
| 02-17-16 | | B Of A Cash | | 2,161,670 | | | |
| 02-17-16 | | Fidelity Fund | | 2,067 | | | |
| 02-18-16 | | B Of A Cash | | 1,835,813 | | | |
| 02-19-16 | | B Of A Cash | | 1,570,697 | | | |
| 02-22-16 | | B Of A Cash | | 3,091,292 | | | |
| 02-23-16 | | B Of A Cash | | 4,188,545 | | | |
| 02-24-16 | | B Of A Cash | | 439,081 | | | |
| 02-24-16 | | Fidelity Fund | | 9,684 | | | |
| 02-25-16 | | B Of A Cash | | 1,179,580 | | | |
| 02-25-16 | | Fidelity Fund | | 13,800 | | | |
| 02-26-16 | | B Of A Cash | | 2,312,764 | | | |
| 02-29-16 | | B Of A Cash | | 6,088,535 | | | |
| TOTAL | | | | 69,567,482 | | | |

City of Sacramento
TRANSACTION SUMMARY
Ethel Hart Mutual Endowment Fund
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

City of Sacramento
TRANSACTION SUMMARY
Ann Land/Bertha Henschel Endowment Fund
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-29-16 | | Pool A Cash | | 8,606 | | | |
| TOTAL | | | | 8,606 | | | |

City of Sacramento
TRANSACTION SUMMARY
George H. Clark Memorial Scholarship Fund
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-29-16 | | Pool A Cash | | 1,582 | | | |
| TOTAL | | | | 1,582 | | | |

City of Sacramento
TRANSACTION SUMMARY
Fixed Bonds
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| MATURITIES | | | | | | | |
| 02-01-16 | 15,146 | Walgreens Drugs/Adahi, Inc 6.500% Due 05-01-24 | 100.00 | 15,146 | 100.00 | 15,146 | 0 |
| 02-16-16 | 107 | Gnma Pool #439515 7.000% Due 03-15-27 | 98.06 | 105 | 100.00 | 107 | 2 |
| 02-16-16 | 60 | Gnma Pool #450066 7.500% Due 12-15-26 | 99.34 | 59 | 100.00 | 60 | 0 |
| 02-16-16 | 29,079 | Gnma Pool #550718 5.000% Due 11-15-35 | 97.31 | 28,298 | 100.00 | 29,079 | 781 |
| 02-16-16 | 48 | Gnma Pool #157445 9.000% Due 06-15-16 | 101.32 | 49 | 100.00 | 48 | -1 |
| 02-16-16 | 46 | Gnma Pool #167166 9.500% Due 08-15-16 | 103.07 | 48 | 100.00 | 46 | -1 |
| 02-16-16 | 185 | Gnma Pool #208975 9.500% Due 03-15-17 | 100.55 | 186 | 100.00 | 185 | -1 |
| 02-16-16 | 282 | Gnma Pool #211421 9.500% Due 04-15-17 | 100.55 | 284 | 100.00 | 282 | -2 |
| 02-16-16 | 151 | Gnma Pool #320296 8.000% Due 03-15-22 | 98.19 | 148 | 100.00 | 151 | 3 |
| 02-16-16 | 310 | Gnma Pool #329837 7.500% Due 11-15-22 | 98.47 | 305 | 100.00 | 310 | 5 |
| 02-16-16 | 15,660 | Gnma Pool #648348 5.500% Due 10-15-35 | 99.66 | 15,606 | 100.00 | 15,660 | 54 |
| 02-25-16 | 4,737 | Gnma Pool #256393 6.000% Due 09-01-36 | 99.67 | 4,722 | 100.00 | 4,737 | 16 |
| TOTAL | | | | 64,956 | | 65,812 | 856 |

City of Sacramento
TRANSACTION SUMMARY
Fixed Bonds
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|-----------------------------------|------------------|-------------------|-------------------|-----------------------|------------------|
| EXPENSES | | | | | | | |
| 02-01-16 | | Portfolio Investment Fees Payable | | 167 | | | |
| 02-16-16 | | Portfolio Investment Fees Payable | | 200 | | | |
| TOTAL | | | | 367 | | | |

City of Sacramento
TRANSACTION SUMMARY
Fixed Bonds
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-01-16 | | Pool A Cash | | 1,000,000 | | | |
| 02-29-16 | | Pool A Cash | | 516,463 | | | |
| TOTAL | | | | 1,516,463 | | | |

City of Sacramento
TRANSACTION SUMMARY
Equity Income
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| PURCHASES | | | | | | | |
| 02-11-16 | 400 | Kinder Morgan Cll Opt 17.0000 02192016 | 0.04 | 1,800 | | | |
| 02-16-16 | -300 | Kinder Morgan Cll Opt 17.0000 02262016 | 0.24 | -7,071 | | | |
| 02-24-16 | 300 | Kinder Morgan Cll Opt 17.0000 02262016 | 0.76 | 22,947 | | | |
| 02-24-16 | -300 | Kinder Morgan Cll Opt 19.5000 03182016 | 0.30 | -9,147 | | | |
| TOTAL | | | | 8,529 | | | |

City of Sacramento
TRANSACTION SUMMARY
Equity Income
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| SALES | | | | | | | |
| 02-19-16 | 0 | Kinder Morgan Cll Opt 17.0000 02192016 | 0.00 | 1,800 | 0.00 | 21,640 | 19,840 |
| 02-26-16 | 0 | Kinder Morgan Cll Opt 17.0000 02262016 | 0.00 | 22,947 | 0.00 | 7,071 | -15,876 |
| TOTAL | | | | 24,747 | | 28,710 | 3,963 |

City of Sacramento
TRANSACTION SUMMARY
Equity Income
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-29-16 | | Pool A Cash | | 22,605 | | | |
| TOTAL | | | | 22,605 | | | |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| PURCHASES | | | | | | | |
| 02-01-16 | 100 | Celgene Corp Cll Opt120.0000 02192016 | 0.08 | 850 | | | |
| 02-01-16 | 20 | Alphabet Inc Cll Opt800.0000 02192016 | 10.80 | 21,610 | | | |
| 02-01-16 | -20 | Alphabet Inc Cll Opt835.0000 02192016 | 4.98 | -9,970 | | | |
| 02-02-16 | 100 | Facebook Inc Cll Opt110.0000 02192016 | 7.65 | 76,500 | | | |
| 02-02-16 | -100 | Facebook Inc Cll Opt125.0000 02192016 | 0.53 | -5,300 | | | |
| 02-02-16 | 30,000 | Lumentum Hldgs Inc Com | 21.18 | 635,334 | | | |
| 02-03-16 | 60 | Under Armor Cll Opt 89.0000 02192016 | 0.15 | 930 | | | |
| 02-03-16 | 15 | Visa Inc Cll Opt 78.0000 02192016 | 0.10 | 157 | | | |
| 02-03-16 | 15,000 | Lumentum Hldgs Inc Com | 21.66 | 324,945 | | | |
| 02-04-16 | 700 | Amazon.com Inc. | 529.03 | 370,321 | | | |
| 02-04-16 | 15,000 | Lumentum Hldgs Inc Com | 22.45 | 336,700 | | | |
| 02-05-16 | 100 | Facebook Inc Cll Opt125.0000 02192016 | 0.05 | 550 | | | |
| 02-05-16 | 20 | Alphabet Inc Cll Opt835.0000 02192016 | 0.15 | 310 | | | |
| 02-05-16 | 139 | Visa Inc Cll Opt 78.0000 02192016 | 0.07 | 1,042 | | | |
| 02-08-16 | -100 | Celgene Corp Cll Opt106.0000 02192016 | 0.58 | -5,850 | | | |
| 02-08-16 | 130 | Nxp Semicndctr Cll Opt 90.0000 02192016 | 0.05 | 715 | | | |
| 02-08-16 | 150 | Spdr S&p500 Qt Cll Opt199.5000 02192016 | 0.05 | 825 | | | |
| 02-08-16 | 150 | Spdr S&p500 Tr Cll Opt200.0000 02192016 | 0.05 | 825 | | | |
| 02-08-16 | 90 | Skyworks Soltn Cll Opt 71.5000 02192016 | 0.05 | 495 | | | |
| 02-09-16 | -160 | Delta Air Lns Cll Opt 45.0000 02192016 | 0.33 | -5,360 | | | |
| 02-09-16 | 140 | Halliburton Co Cll Opt 34.0000 02192016 | 0.06 | 910 | | | |
| 02-10-16 | -84 | American Airs Cll Opt 39.5000 02192016 | 0.36 | -3,066 | | | |
| 02-10-16 | 75 | Avago Tech Ltd Cll Opt137.0000 02192016 | 0.08 | 600 | | | |
| 02-10-16 | 120 | Disney Walt Co Cll Opt103.0000 02192016 | 0.02 | 300 | | | |
| 02-10-16 | 140 | Halliburton Co Cll Opt 34.0000 02192016 | 0.05 | 770 | | | |
| 02-11-16 | -22 | Amazon Com Inc Cll Opt540.0000 02192016 | 2.98 | -6,567 | | | |
| 02-12-16 | -200 | Apple Inc Cll Opt 96.5000 02192016 | 0.41 | -8,200 | | | |
| 02-12-16 | 100 | Facebook Inc Cll Opt110.0000 02192016 | 0.08 | 850 | | | |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| 02-12-16 | -300 | Jpmorgan Chase Cll Opt 59.5000 02192016 | 0.26 | -7,950 | | | |
| 02-12-16 | -250 | Spdr S&p500 Tr Cll Opt191.5000 02192016 | 0.30 | -7,625 | | | |
| 02-12-16 | 110 | Unitedhealth Cll Opt121.0000 02192016 | 0.05 | 555 | | | |
| 02-12-16 | 5,000 | Select Sector Spdr Tr Sbi Int-Utills | 45.62 | 228,081 | | | |
| 02-16-16 | 70 | Jpmorgan Chase Cll Opt 59.5000 02192016 | 0.28 | 1,995 | | | |
| 02-16-16 | 29 | Tesoro Corp Cll Opt 97.0000 02192016 | 0.02 | 72 | | | |
| 02-17-16 | 100 | Celgene Corp Cll Opt106.0000 02192016 | 0.75 | 7,550 | | | |
| 02-17-16 | -100 | Celgene Corp Cll Opt115.0000 03182016 | 1.03 | -10,350 | | | |
| 02-17-16 | 230 | Jpmorgan Chase Cll Opt 59.5000 02192016 | 0.19 | 4,476 | | | |
| 02-17-16 | -230 | Jpmorgan Chase Cll Opt 61.0000 03042016 | 0.46 | -10,695 | | | |
| 02-17-16 | -150 | Spdr S&p500 Tr Cll Opt203.0000 03182016 | 0.47 | -7,125 | | | |
| 02-17-16 | 81 | Tesoro Corp Cll Opt 97.0000 02192016 | 0.02 | 202 | | | |
| 02-18-16 | 100 | Apple Inc Cll Opt 96.5000 02192016 | 1.00 | 9,983 | | | |
| 02-18-16 | -100 | Apple Inc Cll Opt 99.0000 02262016 | 0.67 | -6,683 | | | |
| 02-18-16 | 22 | Amazon Com Inc Cll Opt540.0000 02192016 | 0.54 | 1,196 | | | |
| 02-18-16 | 160 | Delta Air Lns Cll Opt 45.0000 02192016 | 1.21 | 19,366 | | | |
| 02-18-16 | -160 | Delta Air Lns Cll Opt 48.0000 02262016 | 0.27 | -4,326 | | | |
| 02-18-16 | 200 | Kinder Morgan Cll Opt 15.5000 02192016 | 1.89 | 37,850 | | | |
| 02-18-16 | -200 | Kinder Morgan Cll Opt 18.5000 02262016 | 0.22 | -4,450 | | | |
| 02-18-16 | 130 | Schlumberger Cll Opt 69.0000 02192016 | 4.04 | 52,563 | | | |
| 02-18-16 | -130 | Schlumberger Cll Opt 75.5000 02262016 | 0.40 | -5,149 | | | |
| 02-18-16 | 60 | Under Armor Cll Opt 80.0000 02192016 | 1.96 | 11,775 | | | |
| 02-18-16 | -60 | Under Armor Cll Opt 90.0000 03182016 | 0.84 | -5,055 | | | |
| 02-19-16 | 84 | American Airls Cll Opt 39.5000 02192016 | 0.30 | 2,541 | | | |
| 02-19-16 | -53 | American Airls Cll Opt 43.0000 03182016 | 0.45 | -2,390 | | | |
| 02-19-16 | 100 | Apple Inc Cll Opt 96.5000 02192016 | 0.10 | 1,050 | | | |
| 02-19-16 | -40 | Arista Network Cll Opt 75.0000 03182016 | 1.08 | -4,340 | | | |
| 02-19-16 | 250 | Spdr S&p500 Tr Cll Opt191.5000 02192016 | 0.50 | 12,500 | | | |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| 02-22-16 | -200 | American Airs Cll Opt 44.0000 03182016 | 0.32 | -6,500 | | | |
| 02-22-16 | -100 | Apple Inc Cll Opt102.0000 03182016 | 0.54 | -5,375 | | | |
| 02-22-16 | -22 | Amazon Com Inc Cll Opt610.0000 03182016 | 2.57 | -5,665 | | | |
| 02-22-16 | -100 | Facebook Inc Cll Opt116.0000 03182016 | 0.48 | -4,850 | | | |
| 02-22-16 | -120 | Home Depot Inc Cll Opt132.0000 03182016 | 0.58 | -7,020 | | | |
| 02-22-16 | -170 | Target Corp Cll Opt 78.0000 03182016 | 0.41 | -7,055 | | | |
| 02-22-16 | -200 | Visa Inc Cll Opt 77.0000 03182016 | 0.33 | -6,700 | | | |
| 02-23-16 | 100 | Apple Inc Cll Opt 99.0000 02262016 | 0.10 | 1,050 | | | |
| 02-23-16 | 80 | Delta Air Lns Cll Opt 48.0000 02262016 | 1.55 | 12,440 | | | |
| 02-23-16 | -140 | Delta Air Lns Cll Opt 53.0000 03182016 | 0.36 | -5,110 | | | |
| 02-23-16 | 230 | Jpmorgan Chase Cll Opt 61.0000 03042016 | 0.08 | 1,955 | | | |
| 02-23-16 | 200 | Kinder Morgan Cll Opt 18.5000 02262016 | 0.09 | 1,774 | | | |
| 02-23-16 | 130 | Schlumberger Cll Opt 75.5000 02262016 | 0.10 | 1,365 | | | |
| 02-23-16 | -110 | Tesoro Corp Cll Opt 78.0000 02262016 | 0.46 | -5,115 | | | |
| 02-24-16 | -200 | Kinder Morgan Cll Opt 18.5000 03042016 | 0.26 | -5,300 | | | |
| 02-25-16 | 80 | Delta Air Lns Cll Opt 48.0000 02262016 | 1.02 | 8,200 | | | |
| 02-25-16 | -250 | Spdr S&p500 Tr Cll Opt204.0000 03182016 | 0.28 | -6,882 | | | |
| 02-26-16 | 110 | Tesoro Corp Cll Opt 78.0000 02262016 | 2.41 | 26,460 | | | |
| 02-26-16 | -60 | Tesoro Corp Cll Opt 82.0000 03042016 | 1.45 | -8,715 | | | |
| 02-26-16 | 6,000 | Market Vectors Etf Tr Gold Miner Etf | 18.81 | 112,853 | | | |
| 02-26-16 | 4,000 | Market Vectors Etf Tr Jr Gold Miners E | 25.08 | 100,320 | | | |
| 02-26-16 | 5,000 | Ishares Russell 2000 ETF | 103.10 | 515,499 | | | |
| 02-26-16 | 40,000 | United States Oil Fund Units | 8.83 | 353,200 | | | |
| 02-26-16 | 5,000 | Select Sector Spdr Tr Sbi Int-Energy | 57.32 | 286,597 | | | |
| 02-26-16 | 5,000 | Select Sector Spdr Tr Sbi Cons Stpls | 51.18 | 255,900 | | | |
| 02-29-16 | -100 | Boeing Company Cll Opt125.0000 03182016 | 0.68 | -6,850 | | | |
| 02-29-16 | 100 | Celgene Corp Cll Opt115.0000 03182016 | 0.13 | 1,350 | | | |
| 02-29-16 | -250 | Southwest Airl Cll Opt 45.0000 03182016 | 0.28 | -7,125 | | | |
| 02-29-16 | -100 | Valero Energy Cll Opt 65.0000 03182016 | 0.58 | -5,850 | | | |
| TOTAL | | | | 3,631,701 | | | |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| SALES | | | | | | | |
| 02-12-16 | 4,500 | Broadcom Ltd Shs | 123.60 | 556,191 | 121.39 | 546,243 | -9,948 |
| 02-12-16 | 12,000 | Bank Of America Corp | 14.61 | 175,266 | 11.88 | 142,521 | -32,745 |
| 02-12-16 | 1,000 | Berkshire Hathaway Inc-CI B | 78.20 | 78,198 | 127.56 | 127,557 | 49,359 |
| 02-12-16 | 4,000 | Citigroup Inc | 48.19 | 192,752 | 37.30 | 149,207 | -43,545 |
| 02-12-16 | 7,000 | Ciena Corporation New + | 23.48 | 164,378 | 18.26 | 127,821 | -36,557 |
| 02-12-16 | 7,000 | Infinera Corporation Com | 21.67 | 151,688 | 14.87 | 104,088 | -47,600 |
| 02-12-16 | 7,000 | Nxp Semiconductors N V Com | 66.42 | 464,971 | 67.26 | 470,835 | 5,864 |
| 02-12-16 | 5,000 | Skyworks Solutions Inc Com | 25.85 | 129,273 | 57.79 | 288,930 | 159,657 |
| 02-12-16 | 3,000 | Under Armour Inc Cl A | 94.31 | 282,936 | 76.07 | 228,205 | -54,731 |
| 02-12-16 | 4,000 | U. S. Bancorp | 31.11 | 124,451 | 38.81 | 155,255 | 30,804 |
| 02-12-16 | 5,000 | Wells Fargo & Company | 36.28 | 181,418 | 47.16 | 235,822 | 54,404 |
| 02-12-16 | 15,000 | Spdr Series Trust S&p Homebuild | 15.62 | 234,350 | 28.42 | 426,243 | 191,893 |
| 02-16-16 | 1,500 | Broadcom Ltd Shs | 123.60 | 185,397 | 126.52 | 189,776 | 4,379 |
| 02-16-16 | 12,000 | Bank Of America Corp | 14.61 | 175,266 | 12.20 | 146,426 | -28,840 |
| 02-16-16 | 2,000 | Berkshire Hathaway Inc-CI B | 78.20 | 156,397 | 128.57 | 257,139 | 100,742 |
| 02-16-16 | 4,000 | Citigroup Inc | 48.19 | 192,752 | 38.76 | 155,020 | -37,731 |
| 02-16-16 | 20,000 | Market Vectors Etf Tr Gold Miner Etf | 15.38 | 307,611 | 17.31 | 346,208 | 38,597 |
| 02-16-16 | 9,000 | Market Vectors Etf Tr Jr Gold Miners E | 21.56 | 194,059 | 23.01 | 207,085 | 13,027 |
| 02-16-16 | 2,000 | Spdr Gold Trust Gold Shs | 108.58 | 217,168 | 115.05 | 230,110 | 12,942 |
| 02-16-16 | 7,000 | Jpmorgan Chase & Co | 40.28 | 281,961 | 58.16 | 407,145 | 125,184 |
| 02-16-16 | 3,000 | Nxp Semiconductors N V Com | 66.42 | 199,273 | 69.01 | 207,038 | 7,764 |
| 02-16-16 | 2,000 | Skyworks Solutions Inc Com | 25.85 | 51,709 | 62.07 | 124,137 | 72,428 |
| 02-16-16 | 4,000 | U. S. Bancorp | 31.11 | 124,451 | 39.88 | 159,516 | 35,065 |
| 02-16-16 | 5,000 | Wells Fargo & Company | 36.28 | 181,418 | 48.00 | 240,012 | 58,594 |
| 02-17-16 | 1,500 | Broadcom Ltd Shs | 123.60 | 185,397 | 130.10 | 195,157 | 9,760 |
| 02-17-16 | 10,000 | Integrated Device Tech Inc | 28.48 | 284,834 | 18.36 | 183,568 | -101,266 |
| 02-17-16 | 3,000 | Nxp Semiconductors N V Com | 66.42 | 199,273 | 70.09 | 210,262 | 10,989 |
| 02-17-16 | 2,000 | Skyworks Solutions Inc Com | 25.85 | 51,709 | 63.37 | 126,735 | 75,026 |
| 02-19-16 | 0 | American Airls Cll Opt 39.5000 02192016 | 0.00 | 2,541 | 0.00 | 3,066 | 525 |
| 02-19-16 | 0 | American Airls Cll Opt 47.0000 02192016 | 0.00 | 1,620 | 0.00 | 10,935 | 9,315 |
| 02-19-16 | 100 | Apple Inc Cll Opt 96.5000 02192016 | 1.00 | 9,983 | 0.00 | 0 | -9,983 |
| 02-19-16 | -100 | Apple Inc Cll Opt 96.5000 02192016 | -0.10 | 1,050 | -0.82 | 8,200 | 7,150 |
| 02-19-16 | 0 | Apple Inc Cll Opt110.0000 02192016 | 0.00 | 1,575 | 0.00 | 14,025 | 12,450 |
| 02-19-16 | 0 | Amazon Com Inc Cll Opt540.0000 02192016 | 0.00 | 1,196 | 0.00 | 6,567 | 5,371 |
| 02-19-16 | 0 | Amazon Com Inc Cll Opt705.0000 02192016 | 0.00 | 382 | 0.00 | 10,552 | 10,170 |
| 02-19-16 | 0 | Avago Tech Ltd Cll Opt137.0000 02192016 | 0.00 | 600 | 0.00 | 7,462 | 6,862 |
| 02-19-16 | 0 | Celgene Corp Cll Opt106.0000 02192016 | 0.00 | 7,550 | 0.00 | 5,850 | -1,700 |
| 02-19-16 | 0 | Celgene Corp Cll Opt120.0000 02192016 | 0.00 | 850 | 0.00 | 8,350 | 7,500 |
| 02-19-16 | 0 | Chipotle Mexcn Cll Opt500.0000 02192016 | 0.00 | 7,148 | 0.00 | 10,174 | 3,026 |
| 02-19-16 | 0 | Chipotle Mexcn Cll Opt535.0000 02192016 | 0.00 | 1,205 | 0.00 | 13,185 | 11,980 |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| 02-19-16 | 0 | Delta Air Lns Cll Opt 45.0000 02192016 | 0.00 | 19,366 | 0.00 | 5,360 | -14,007 |
| 02-19-16 | 0 | Delta Air Lns Cll Opt 51.0000 02192016 | 0.00 | 525 | 0.00 | 2,425 | 1,900 |
| 02-19-16 | 0 | Delta Air Lns Cll Opt 52.0000 02192016 | 0.00 | 1,275 | 0.00 | 6,375 | 5,100 |
| 02-19-16 | 0 | Disney Walt Co Cll Opt103.0000 02192016 | 0.00 | 300 | 0.00 | 6,420 | 6,120 |
| 02-19-16 | 0 | Facebook Inc Cll Opt110.0000 02192016 | 0.00 | 77,350 | 0.00 | 15,700 | -61,650 |
| 02-19-16 | 0 | Facebook Inc Cll Opt125.0000 02192016 | 0.00 | 550 | 0.00 | 5,300 | 4,750 |
| 02-19-16 | 0 | Alphabet Inc Cll Opt800.0000 02192016 | 0.00 | 21,610 | 0.00 | 20,540 | -1,070 |
| 02-19-16 | 0 | Alphabet Inc Cll Opt835.0000 02192016 | 0.00 | 310 | 0.00 | 9,970 | 9,660 |
| 02-19-16 | 0 | Halliburton Co Cll Opt 34.0000 02192016 | 0.00 | 1,680 | 0.00 | 8,820 | 7,140 |
| 02-19-16 | 0 | Jpmorgan Chase Cll Opt 59.5000 02192016 | 0.00 | 6,471 | 0.00 | 7,950 | 1,479 |
| 02-19-16 | 0 | Kinder Morgan Cll Opt 15.5000 02192016 | 0.00 | 37,850 | 0.00 | 10,700 | -27,150 |
| 02-19-16 | 0 | Netflix Com Cll Opt140.0000 02192016 | 0.00 | 1,750 | 0.00 | 16,550 | 14,800 |
| 02-19-16 | 0 | Nxp Semicndctr Cll Opt 90.0000 02192016 | 0.00 | 715 | 0.00 | 9,295 | 8,580 |
| 02-19-16 | 0 | Starbucks Corp Cll Opt 62.5000 02192016 | 0.00 | 1,520 | 0.00 | 7,760 | 6,240 |
| 02-19-16 | 0 | Schlumberger Cll Opt 69.0000 02192016 | 0.00 | 52,563 | 0.00 | 7,865 | -44,698 |
| 02-19-16 | 0 | Spdr S&p500 Tr Cll Opt191.5000 02192016 | 0.00 | 12,500 | 0.00 | 7,625 | -4,875 |
| 02-19-16 | 0 | Spdr S&p500 Qt Cll Opt199.5000 02192016 | 0.00 | 825 | 0.00 | 7,125 | 6,300 |
| 02-19-16 | 0 | Spdr S&p500 Tr Cll Opt200.0000 02192016 | 0.00 | 825 | 0.00 | 6,225 | 5,400 |
| 02-19-16 | 0 | Spdr S&p500 Tr Cll Opt203.0000 02192016 | 0.00 | 1,545 | 0.00 | 7,575 | 6,030 |
| 02-19-16 | -6 | Spdr S&p500 Tr Cll Opt205.0000 02192016 | 0.00 | 0 | 0.00 | 249 | 249 |
| 02-19-16 | 0 | Skyworks Soltn Cll Opt 71.5000 02192016 | 0.00 | 495 | 0.00 | 6,615 | 6,120 |
| 02-19-16 | 0 | Skyworks Soltn Cll Opt 80.0000 02192016 | 0.00 | 3,300 | 0.00 | 12,100 | 8,800 |
| 02-19-16 | 0 | Tesoro Corp Cll Opt 97.0000 02192016 | 0.00 | 275 | 0.00 | 7,205 | 6,930 |
| 02-19-16 | 0 | Tesoro Corp Cll Opt108.0000 02192016 | 0.00 | 1,865 | 0.00 | 7,215 | 5,350 |
| 02-19-16 | 0 | Tesoro Corp Cll Opt120.0000 02192016 | 0.00 | 1,625 | 0.00 | 12,025 | 10,400 |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| 02-19-16 | 0 | Under Armor Cll Opt 80.0000 02192016 | 0.00 | 53,265 | 0.00 | 11,820 | -41,445 |
| 02-19-16 | 0 | Under Armor Cll Opt 89.0000 02192016 | 0.00 | 930 | 0.00 | 8,670 | 7,740 |
| 02-19-16 | 0 | Unitedhealth Cll Opt121.0000 02192016 | 0.00 | 555 | 0.00 | 9,185 | 8,629 |
| 02-19-16 | 0 | Visa Inc Cll Opt 78.0000 02192016 | 0.00 | 1,200 | 0.00 | 6,237 | 5,037 |
| 02-19-16 | 0 | Valero Energy Cll Opt 77.5000 02192016 | 0.00 | 765 | 0.00 | 5,265 | 4,500 |
| 02-24-16 | 20,000 | Integrated Device Tech Inc | 28.48 | 569,667 | 18.47 | 369,394 | -200,273 |
| 02-24-16 | 22,000 | Infinera Corporation Com | 21.67 | 476,734 | 15.13 | 332,864 | -143,870 |
| 02-26-16 | 0 | Apple Inc Cll Opt 99.0000 02262016 | 0.00 | 1,050 | 0.00 | 6,683 | 5,633 |
| 02-26-16 | 0 | Delta Air Lns Cll Opt 48.0000 02262016 | 0.00 | 20,640 | 0.00 | 4,326 | -16,314 |
| 02-26-16 | 0 | Kinder Morgan Cll Opt 18.5000 02262016 | 0.00 | 1,774 | 0.00 | 4,450 | 2,676 |
| 02-26-16 | 0 | Schlumberger Cll Opt 75.5000 02262016 | 0.00 | 1,365 | 0.00 | 5,149 | 3,784 |
| 02-26-16 | 0 | Tesoro Corp Cll Opt 78.0000 02262016 | 0.00 | 26,460 | 0.00 | 5,115 | -21,346 |
| 02-29-16 | 2,000 | Arista Networks Inc Com | 69.12 | 138,243 | 69.79 | 139,588 | 1,345 |
| 02-29-16 | 33,000 | Bank Of America Corp | 14.61 | 481,981 | 12.64 | 417,088 | -64,894 |
| 02-29-16 | 4,000 | Berkshire Hathaway Inc-CI B | 78.20 | 312,794 | 133.29 | 533,150 | 220,356 |
| 02-29-16 | 7,000 | Citigroup Inc | 48.19 | 337,315 | 39.30 | 275,105 | -62,210 |
| 02-29-16 | 6,000 | Jpmorgan Chase & Co | 40.28 | 241,681 | 56.78 | 340,665 | 98,984 |
| 02-29-16 | 10,000 | Lumentum Hldgs Inc Com | 21.62 | 216,163 | 23.95 | 239,550 | 23,387 |
| 02-29-16 | 4,000 | Mastercard Inc CI A | 91.15 | 364,610 | 87.84 | 351,352 | -13,257 |
| 02-29-16 | 5,000 | Medtronic Plc Shs | 75.02 | 375,100 | 77.49 | 387,446 | 12,346 |
| 02-29-16 | 1,200 | Tesoro Corp Com | 86.31 | 103,570 | 81.72 | 98,062 | -5,508 |
| 02-29-16 | 8,000 | U. S. Bancorp | 31.11 | 248,902 | 38.98 | 311,832 | 62,930 |
| 02-29-16 | 18,000 | Wells Fargo & Company | 36.28 | 653,105 | 47.62 | 857,076 | 203,971 |
| TOTAL | | | | 10,635,210 | | 11,421,484 | 786,274 |

City of Sacramento
TRANSACTION SUMMARY
Large Cap Growth
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-29-16 | | Pool A Cash | | 88,076 | | | |
| TOTAL | | | | 88,076 | | | |

City of Sacramento
TRANSACTION SUMMARY
International
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---------------------------------|------------------|-------------------|-------------------|-----------------------|-------------------|
| SALES | | | | | | | |
| 02-10-16 | 9,000 | Wisdomtree Tr Europe Hedged Eq | 63.47 | 571,244 | 47.16 | 424,416 | -146,828 |
| 02-10-16 | 5,000 | Vanguard Ftse Europe Etf | 55.61 | 278,031 | 44.43 | 222,132 | -55,899 |
| 02-12-16 | 7,000 | Wisdomtree Trust Japn Hedge Eqt | 55.23 | 386,580 | 39.34 | 275,387 | -111,193 |
| 02-12-16 | 7,000 | Wisdomtree Trust India Erngs Fd | 22.94 | 160,609 | 16.73 | 117,107 | -43,501 |
| 02-12-16 | 5,000 | Ishares Inc Msci Japan | 12.78 | 63,897 | 10.36 | 51,796 | -12,101 |
| 02-12-16 | 10,000 | Wisdomtree Tr Europe Hedged Eq | 63.47 | 634,715 | 46.75 | 467,500 | -167,216 |
| 02-12-16 | 6,000 | Vanguard Ftse Europe Etf | 55.61 | 333,637 | 44.22 | 265,303 | -68,334 |
| 02-16-16 | 8,000 | Wisdomtree Trust Japn Hedge Eqt | 55.23 | 441,806 | 41.36 | 330,898 | -110,908 |
| 02-16-16 | 25,000 | Ishares Inc Msci Japan | 12.78 | 319,484 | 10.71 | 267,832 | -51,652 |
| 02-16-16 | 8,000 | Wisdomtree Tr Europe Hedged Eq | 63.47 | 507,772 | 48.38 | 387,031 | -120,742 |
| 02-16-16 | 6,000 | Vanguard Ftse Europe Etf | 55.61 | 333,637 | 45.24 | 271,448 | -62,189 |
| 02-17-16 | 13,000 | Wisdomtree Trust India Erngs Fd | 22.94 | 298,273 | 17.19 | 223,457 | -74,816 |
| TOTAL | | | | 4,329,686 | | 3,304,307 | -1,025,379 |

City of Sacramento
TRANSACTION SUMMARY
International
SCERS
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|--------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| WITHDRAWALS | | | | | | | |
| 02-01-16 | | Pool A Cash | | 2,000,000 | | | |
| TOTAL | | | | 2,000,000 | | | |

City of Sacramento
TRANSACTION SUMMARY
Pool D
SHRA Investment Pool
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|--|------------------|-------------------|-------------------|-----------------------|------------------|
| PURCHASES | | | | | | | |
| 02-26-16 | 3,000,000 | Tennessee Valley Auth 4.500% Due 04-01-18 | 107.40 | 3,222,000 | | | |
| TOTAL | | | | 3,222,000 | | | |

City of Sacramento
TRANSACTION SUMMARY
Pool D
SHRA Investment Pool
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|-------------------|-----------------|---|------------------|-------------------|-------------------|-----------------------|------------------|
| CALLS | | | | | | | |
| 02-26-16 | 1,575,000 | Federal Home Loan Bank 2.500% Due 08-26-20 | 100.00 | 1,575,000 | 100.00 | 1,575,000 | 0 |
| TOTAL | | | | 1,575,000 | | 1,575,000 | 0 |

City of Sacramento
TRANSACTION SUMMARY
Pool D
SHRA Investment Pool
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|----------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| CONTRIBUTIONS | | | | | | | |
| 02-10-16 | | Fidelity Fund | | 155,503 | | | |
| 02-11-16 | | Fidelity Fund | | 230,503 | | | |
| TOTAL | | | | 386,007 | | | |

City of Sacramento
TRANSACTION SUMMARY
Capitol Area Development Authority - Banking
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

City of Sacramento
TRANSACTION SUMMARY
Capitol Area Development Authority - Tax Exempt
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

City of Sacramento
TRANSACTION SUMMARY
Capitol Area Development Authority - Taxable
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

City of Sacramento
TRANSACTION SUMMARY
American River Flood Control District
 From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/Loss |
|----------------------|-----------------|-----------------|------------------|-------------------|-------------------|-----------------------|------------------|
| CONTRIBUTIONS | | | | | | | |
| 02-25-16 | | Pool A Cash | | 650,000 | | | |
| TOTAL | | | | 650,000 | | | |

City of Sacramento
TRANSACTION SUMMARY
Reclamation District No. 1000
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

City of Sacramento
TRANSACTION SUMMARY
Sacramento Public Library Authority
From 02-01-16 To 02-29-16

| Trade Date | Quantity | Security | Unit Cost | Total Cost | Unit Price | Total Proceeds | Gain/ Loss |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
| CONTRIBUTIONS | | | | | | | |
| 02-17-16 | | Pool A Cash | | 9,000,000 | | | |
| TOTAL | | | | 9,000,000 | | | |

City of Sacramento
TRANSACTION SUMMARY
Sacramento Public Library Authority Hurst Trust
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

City of Sacramento
TRANSACTION SUMMARY
The Natomas Basin Conservancy
From 02-01-16 To 02-29-16

| <u>Trade Date</u> | <u>Quantity</u> | <u>Security</u> | <u>Unit Cost</u> | <u>Total Cost</u> | <u>Unit Price</u> | <u>Total Proceeds</u> | <u>Gain/ Loss</u> |
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|
|-----------------------|-----------------|-----------------|----------------------|-----------------------|-----------------------|---------------------------|-----------------------|

No transactions were found!

Meeting Date: 3/29/2016

Report Type: Consent

Report ID: 2016-00339

Title: First Amendments to Digital Billboard Lease Agreements with Clear Channel Outdoor

Location: Citywide

Recommendation: Pass a Motion authorizing the City Manager or the City Manager's designee to execute First Amendments to four Digital Billboard Leases (City Agreements 2010-0525, 2010-0526, 2010-0527, and 2010-0528) with Clear Channel Outdoor.

Contact: Melissa Anguiano, Economic Development Manager, (916) 808-5864, Economic Development Department

Presenter: None

Department: Economic Development

Division: Citywide Development

Dept ID: 18001031

Attachments:

- 1-Description/Analysis
- 2-Amendment to Billboard Lease (2010-0525)
- 3-Amendment to Billboard Lease (2010-0526)
- 4-Amendment to Billboard Lease (2010-0527)
- 5-Amendment to Billboard Lease (2010-0528)

City Attorney Review

Approved as to Form
Michael Sparks
3/23/2016 1:01:56 PM

Approvals/Acknowledgements

Department Director or Designee: Larry Burkhardt - 3/10/2016 7:50:12 AM

Description/Analysis

Issue Detail: On May 11, 2010, City Council approved four Digital Billboard Leases (City Agreements 2010-0525, 2010-0526, 2010-0527, and 2010-0528) with Clear Channel Outdoor (CCO). The four digital billboards operate on city-owned sites located at the north side of Interstate 80 east of Northgate Boulevard (APN: 237-0031-36), Business 80 and Fulton Avenue (3630 Fulton Avenue, APN: 254-0310-002), west side of Highway 99, south of Mack Road (APN: 117-0170-067), and west side of Interstate 5 south of Richards Boulevard (240 Jibboom Street, APN: 001-0190-015). Each lease term is for 25 years, with an option to extend for five years for 30 years total. The effective date of the leases, and the beginning of the first lease year, was July 2, 2010. However, CCO was not required to begin monthly rent payments until the digital billboard signs were installed and operational, which was November 10, 2010.

Under the terms of the lease, monthly rent is adjusted after every five lease years based on lease year revenues. The first adjustment in monthly rent will be the higher of (a) \$15,000 or (b) one-twelfth of 30 percent of the average annual net revenue realized by CCO during lease years 3, 4, and 5. To make the beginning of the first lease year coincide with the first month that CCO began paying rent, the proposed First Amendment to Digital Leases defines the beginning of the first lease year as November 1, 2010. The First Amendment to Digital Leases also includes specifies a process for CCO to submit revenue documentation in accordance with Schedule 1 of the leases.

Policy Considerations: The recommendations in this report are consistent with the City's goals to increase and diversify revenue sources. They are also consistent with section 3.68.120 of the City Code regarding amendment of existing leases.

Economic Impacts: None.

Environmental Considerations: The recommendations are administrative, organizational and fiscal matters that do not constitute a "project" under the California Environmental Quality Act (CEQA) Guidelines section 15061(b)(3). The activity is covered by the general rule that CEQA applies only to projects which have the potential to cause significant effect on the environment.

Sustainability: None.

Commission/Committee Action: None.

Rationale for Recommendation: The First Amendment to Digital Leases will clarify the timing of monthly rent adjustments and definition of lease years. Additionally, the amendments provide the City a process for accepting revenue documentation from CCO that is validated and will result in accurate monthly rent adjustments.

Financial Considerations: The four digital billboards currently generate \$180,000 each in annual revenue. The revenue from these leases assists the City's General Fund in maintaining a balanced budget.

Local Business Enterprise (LBE): None.

**FIRST AMENDMENT TO LEASE FOR DIGITAL BILLBOARD
(City Agreement 2010-0525)**

This agreement, dated _____, 2016, for purposes of identification, is between the **City of Sacramento** (the “**City**”), a California municipal corporation, and **Clear Channel Outdoor, Inc.** (“**CCO**”), a Delaware corporation.

Background

The City and CCO are parties to a lease for a digital billboard at Business 80 at Fulton Avenue, which is dated June 10, 2010, and identified as City Agreement 2010-0525 (the “**Lease**”).

The parties desire to amend the Lease to adjust the date on which the first Lease Year began and to require CCO to provide the City, at CCO’s sole cost and expense, with audited financial reports in connection with the adjustment of Monthly Rent in Schedule 1 of the Lease.

With these background facts in mind, the City and CCO agree as follows:

- 1. Defined Terms.** Defined terms used but not defined in this agreement are as defined in the Lease.
- 2. Amendment to Section 1.** The definition of “Lease Year” in Section 1(j) is hereby amended to read in its entirety as follows:

“Lease Year” means one of the consecutive 12-month periods during the Term. The first Lease Year begins on November 1, 2010.

- 3. Amendments to Section 4.** Section 4(c)(3) of the Lease is hereby amended to read as follows:

CCO shall maintain and make available at its Sacramento office, for the City's review and audit, all Records that are relevant to the accurate determination of Monthly Rent in accordance with **Schedule 1**, including:

- (A) Records showing the total Gross Revenue and Annual Net Revenue for the prior five Lease Years;
- (B) Records showing the annual Gross Revenue and Annual Net Revenue for each of the prior five Lease Years;
- (C) Records showing the monthly Gross Revenue for each month during the prior five Lease Years;
- (D) Records showing for each month during the prior five Lease Years the difference between the Gross Revenue that CCO receives and any commissions or fees that CCO pays that are used to determine Annual Net Revenue;
- (E) All contracts for advertising in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year);
- (F) All contracts for non-advertising uses of the Digital Billboard in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year); and,

- (G) The monthly log files for the Digital Billboard showing each advertisement that was displayed during the month, including the advertising rate for each advertisement, and the times and dates that each advertisement was displayed, for one Lease Year in the prior five years (the City will select the Lease Year).

CCO shall make the records identified in this Section 4(c)(3) available to the City not later than five days after the end of Lease Years 5, 10, and 15. After the Monthly Rent for a five-year period has been determined in accordance with **Schedule 1**, CCO shall retain the related Records for at least three years. The term “**Records**” means any handwriting, typewriting, printing, photostating, photographing, photocopying, transmitting by electronic mail or facsimile, and every other means of recording upon any tangible thing any form of communication or representation, including letters, words, pictures, sounds, or symbols, or combinations thereof, and any record thereby created, regardless of the manner in which the record has been stored.

Section 4 of the Lease is amended by inserting after Section 4(c)(3) the following new Section 4(c)(4):

Each time the Monthly Rent for a five-year period is adjusted in accordance with **Schedule 1**, CCO shall, at its sole cost and expense, provide the City with all of the following not more than 14 days after the adjustment in rent:

- (A) Audited financial statements that provide the basis for the adjustment in Monthly Rent, including an itemized listing of Gross Revenue, Annual Net Revenue, and all commissions and fees paid by CCO, prepared by an independent licensed certified public accountant, acceptable to the City, in accordance with generally accepted accounting principles (with any exceptions that the City does not object to) and in accordance with generally accepted auditing standards; and,
- (B) A statement signed by a duly-authorized officer of CCO certifying that each financial statement provided under Section 4(c)(4)(A) is correct.

- 4. **Effective date.** This agreement is effective on the date both parties have signed it, as indicated by the dates in the signature blocks below.
- 5. **Counterparts.** The parties may sign this agreement in counterparts, each of which is considered an original, but all of which constitute the same agreement. Facsimiles, pdfs, and photocopies of signature pages of the agreement have the same binding effect as originals.
- 6. **Integration and modification.** This agreement sets forth the parties’ entire understanding regarding the matters set forth above and is intended to be their final, complete, and exclusive expression of those matters. It supersedes all prior or contemporaneous agreements, representations, and negotiations—written, oral, express, or implied—and may be modified only by another written agreement signed by both parties.

(Signature Page Follows)

City of Sacramento

By: _____
John F. Shirey
City Manager

Date: _____, 2016

Approved as to Form
Sacramento City Attorney

By:  _____
Michael Sparks
Senior Deputy City Attorney

Attest:

By: _____
Assistant City Clerk

Clear Channel Outdoor, Inc.

By:  _____
Bryan Parker
EVP, Real Estate & Public Affairs

Date: March 14, 2016

**FIRST AMENDMENT TO LEASE FOR DIGITAL BILLBOARD
(City Agreement 2010-0526)**

This agreement, dated _____, 2016, for purposes of identification, is between the **City of Sacramento** (the “**City**”), a California municipal corporation, and **Clear Channel Outdoor, Inc.** (“**CCO**”), a Delaware corporation.

Background

The City and CCO are parties to a lease for a digital billboard at Interstate 5 at Jibboom Street, which is dated June 10, 2010, and identified as City Agreement 2010-0526 (the “**Lease**”).

The parties desire to amend the Lease to adjust the date on which the first Lease Year began and to require CCO to provide the City, at CCO’s sole cost and expense, with audited financial reports in connection with the adjustment of Monthly Rent in Schedule 1 of the Lease.

With these background facts in mind, the City and CCO agree as follows:

- 1. Defined Terms.** Defined terms used but not defined in this agreement are as defined in the Lease.
- 2. Amendment to Section 1.** The definition of “Lease Year” in Section 1(j) is hereby amended to read in its entirety as follows:

“Lease Year” means one of the consecutive 12-month periods during the Term. The first Lease Year begins on November 1, 2010.

- 3. Amendments to Section 4.** Section 4(c)(3) of the Lease is hereby amended to read as follows:

CCO shall maintain and make available at its Sacramento office, for the City's review and audit, all Records that are relevant to the accurate determination of Monthly Rent in accordance with **Schedule 1**, including:

- (A) Records showing the total Gross Revenue and Annual Net Revenue for the prior five Lease Years;
- (B) Records showing the annual Gross Revenue and Annual Net Revenue for each of the prior five Lease Years;
- (C) Records showing the monthly Gross Revenue for each month during the prior five Lease Years;
- (D) Records showing for each month during the prior five Lease Years the difference between the Gross Revenue that CCO receives and any commissions or fees that CCO pays that are used to determine Annual Net Revenue;
- (E) All contracts for advertising in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year);
- (F) All contracts for non-advertising uses of the Digital Billboard in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year); and,

- (G) The monthly log files for the Digital Billboard showing each advertisement that was displayed during the month, including the advertising rate for each advertisement, and the times and dates that each advertisement was displayed, for one Lease Year in the prior five years (the City will select the Lease Year).

CCO shall make the records identified in this Section 4(c)(3) available to the City not later than five days after the end of Lease Years 5, 10, and 15. After the Monthly Rent for a five-year period has been determined in accordance with **Schedule 1**, CCO shall retain the related Records for at least three years. The term “**Records**” means any handwriting, typewriting, printing, photostating, photographing, photocopying, transmitting by electronic mail or facsimile, and every other means of recording upon any tangible thing any form of communication or representation, including letters, words, pictures, sounds, or symbols, or combinations thereof, and any record thereby created, regardless of the manner in which the record has been stored.

Section 4 of the Lease is amended by inserting after Section 4(c)(3) the following new Section 4(c)(4):

Each time the Monthly Rent for a five-year period is adjusted in accordance with **Schedule 1**, CCO shall, at its sole cost and expense, provide the City with all of the following not more than 14 days after the adjustment in rent:

- (A) Audited financial statements that provide the basis for the adjustment in Monthly Rent, including an itemized listing of Gross Revenue, Annual Net Revenue, and all commissions and fees paid by CCO, prepared by an independent licensed certified public accountant, acceptable to the City, in accordance with generally accepted accounting principles (with any exceptions that the City does not object to) and in accordance with generally accepted auditing standards; and,
- (B) A statement signed by a duly-authorized officer of CCO certifying that each financial statement provided under Section 4(c)(4)(A) is correct.

- 4. **Effective date.** This agreement is effective on the date both parties have signed it, as indicated by the dates in the signature blocks below.
- 5. **Counterparts.** The parties may sign this agreement in counterparts, each of which is considered an original, but all of which constitute the same agreement. Facsimiles, pdfs, and photocopies of signature pages of the agreement have the same binding effect as originals.
- 6. **Integration and modification.** This agreement sets forth the parties’ entire understanding regarding the matters set forth above and is intended to be their final, complete, and exclusive expression of those matters. It supersedes all prior or contemporaneous agreements, representations, and negotiations—written, oral, express, or implied—and may be modified only by another written agreement signed by both parties.

(Signature Page Follows)

City of Sacramento

By: _____
John F. Shirey
City Manager

Date: _____, 2016

Approved as to Form
Sacramento City Attorney

By:  _____
Michael Sparks
Senior Deputy City Attorney

Attest:

By: _____
Assistant City Clerk

Clear Channel Outdoor, Inc.

By:  _____
Bryan Parker
EVP, Real Estate & Public Affairs

Date: March 14, 2016

**FIRST AMENDMENT TO LEASE FOR DIGITAL BILLBOARD
(City Agreement 2010-0527)**

This agreement, dated _____, 2016, for purposes of identification, is between the **City of Sacramento** (the “**City**”), a California municipal corporation, and **Clear Channel Outdoor, Inc.** (“**CCO**”), a Delaware corporation.

Background

The City and CCO are parties to a lease for a digital billboard at Interstate 80 at Northgate Boulevard, which is dated June 10, 2010, and identified as City Agreement 2010-0527 (the “**Lease**”).

The parties desire to amend the Lease to adjust the date on which the first Lease Year began and to require CCO to provide the City, at CCO’s sole cost and expense, with audited financial reports in connection with the adjustment of Monthly Rent in Schedule 1 of the Lease.

With these background facts in mind, the City and CCO agree as follows:

- 1. Defined Terms.** Defined terms used but not defined in this agreement are as defined in the Lease.
- 2. Amendment to Section 1.** The definition of “Lease Year” in Section 1(j) is hereby amended to read in its entirety as follows:

“Lease Year” means one of the consecutive 12-month periods during the Term. The first Lease Year begins on November 1, 2010.

- 3. Amendments to Section 4.** Section 4(c)(3) of the Lease is hereby amended to read as follows:

CCO shall maintain and make available at its Sacramento office, for the City's review and audit, all Records that are relevant to the accurate determination of Monthly Rent in accordance with **Schedule 1**, including:

- (A) Records showing the total Gross Revenue and Annual Net Revenue for the prior five Lease Years;
- (B) Records showing the annual Gross Revenue and Annual Net Revenue for each of the prior five Lease Years;
- (C) Records showing the monthly Gross Revenue for each month during the prior five Lease Years;
- (D) Records showing for each month during the prior five Lease Years the difference between the Gross Revenue that CCO receives and any commissions or fees that CCO pays that are used to determine Annual Net Revenue;
- (E) All contracts for advertising in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year);
- (F) All contracts for non-advertising uses of the Digital Billboard in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year); and,

- (G) The monthly log files for the Digital Billboard showing each advertisement that was displayed during the month, including the advertising rate for each advertisement, and the times and dates that each advertisement was displayed, for one Lease Year in the prior five years (the City will select the Lease Year).

CCO shall make the records identified in this Section 4(c)(3) available to the City not later than five days after the end of Lease Years 5, 10, and 15. After the Monthly Rent for a five-year period has been determined in accordance with **Schedule 1**, CCO shall retain the related Records for at least three years. The term “**Records**” means any handwriting, typewriting, printing, photostating, photographing, photocopying, transmitting by electronic mail or facsimile, and every other means of recording upon any tangible thing any form of communication or representation, including letters, words, pictures, sounds, or symbols, or combinations thereof, and any record thereby created, regardless of the manner in which the record has been stored.

Section 4 of the Lease is amended by inserting after Section 4(c)(3) the following new Section 4(c)(4):

Each time the Monthly Rent for a five-year period is adjusted in accordance with **Schedule 1**, CCO shall, at its sole cost and expense, provide the City with all of the following not more than 14 days after the adjustment in rent:

- (A) Audited financial statements that provide the basis for the adjustment in Monthly Rent, including an itemized listing of Gross Revenue, Annual Net Revenue, and all commissions and fees paid by CCO, prepared by an independent licensed certified public accountant, acceptable to the City, in accordance with generally accepted accounting principles (with any exceptions that the City does not object to) and in accordance with generally accepted auditing standards; and,
- (B) A statement signed by a duly-authorized officer of CCO certifying that each financial statement provided under Section 4(c)(4)(A) is correct.

- 4. **Effective date.** This agreement is effective on the date both parties have signed it, as indicated by the dates in the signature blocks below.
- 5. **Counterparts.** The parties may sign this agreement in counterparts, each of which is considered an original, but all of which constitute the same agreement. Facsimiles, pdfs, and photocopies of signature pages of the agreement have the same binding effect as originals.
- 6. **Integration and modification.** This agreement sets forth the parties’ entire understanding regarding the matters set forth above and is intended to be their final, complete, and exclusive expression of those matters. It supersedes all prior or contemporaneous agreements, representations, and negotiations—written, oral, express, or implied—and may be modified only by another written agreement signed by both parties.

(Signature Page Follows)

City of Sacramento

By: _____
John F. Shirey
City Manager

Date: _____, 2016

Approved as to Form
Sacramento City Attorney

By:  _____
Michael Sparks
Senior Deputy City Attorney

Attest:

By: _____
Assistant City Clerk

Clear Channel Outdoor, Inc.

By:  _____
Bryan Parker
EVP, Real Estate & Public Affairs

Date: March 14, 2016

**FIRST AMENDMENT TO LEASE FOR DIGITAL BILLBOARD
(City Agreement 2010-0528)**

This agreement, dated _____, 2016, for purposes of identification, is between the **City of Sacramento** (the “**City**”), a California municipal corporation, and **Clear Channel Outdoor, Inc.** (“**CCO**”), a Delaware corporation.

Background

The City and CCO are parties to a lease for a digital billboard at Highway 99 at Mack Road, which is dated June 10, 2010, and identified as City Agreement 2010-0528 (the “**Lease**”).

The parties desire to amend the Lease to adjust the date on which the first Lease Year began and to require CCO to provide the City, at CCO’s sole cost and expense, with audited financial reports in connection with the adjustment of Monthly Rent in Schedule 1 of the Lease.

With these background facts in mind, the City and CCO agree as follows:

- 1. Defined Terms.** Defined terms used but not defined in this agreement are as defined in the Lease.
- 2. Amendment to Section 1.** The definition of “Lease Year” in Section 1(j) is hereby amended to read in its entirety as follows:

“Lease Year” means one of the consecutive 12-month periods during the Term. The first Lease Year begins on November 1, 2010.

- 3. Amendments to Section 4.** Section 4(c)(3) of the Lease is hereby amended to read as follows:

CCO shall maintain and make available at its Sacramento office, for the City's review and audit, all Records that are relevant to the accurate determination of Monthly Rent in accordance with **Schedule 1**, including:

- (A) Records showing the total Gross Revenue and Annual Net Revenue for the prior five Lease Years;
- (B) Records showing the annual Gross Revenue and Annual Net Revenue for each of the prior five Lease Years;
- (C) Records showing the monthly Gross Revenue for each month during the prior five Lease Years;
- (D) Records showing for each month during the prior five Lease Years the difference between the Gross Revenue that CCO receives and any commissions or fees that CCO pays that are used to determine Annual Net Revenue;
- (E) All contracts for advertising in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year);
- (F) All contracts for non-advertising uses of the Digital Billboard in effect during any portion of one Lease Year in the prior five years (the City will select the Lease Year); and,

- (G) The monthly log files for the Digital Billboard showing each advertisement that was displayed during the month, including the advertising rate for each advertisement, and the times and dates that each advertisement was displayed, for one Lease Year in the prior five years (the City will select the Lease Year).

CCO shall make the records identified in this Section 4(c)(3) available to the City not later than five days after the end of Lease Years 5, 10, and 15. After the Monthly Rent for a five-year period has been determined in accordance with **Schedule 1**, CCO shall retain the related Records for at least three years. The term “**Records**” means any handwriting, typewriting, printing, photostating, photographing, photocopying, transmitting by electronic mail or facsimile, and every other means of recording upon any tangible thing any form of communication or representation, including letters, words, pictures, sounds, or symbols, or combinations thereof, and any record thereby created, regardless of the manner in which the record has been stored.

Section 4 of the Lease is amended by inserting after Section 4(c)(3) the following new Section 4(c)(4):

Each time the Monthly Rent for a five-year period is adjusted in accordance with **Schedule 1**, CCO shall, at its sole cost and expense, provide the City with all of the following not more than 14 days after the adjustment in rent:

- (A) Audited financial statements that provide the basis for the adjustment in Monthly Rent, including an itemized listing of Gross Revenue, Annual Net Revenue, and all commissions and fees paid by CCO, prepared by an independent licensed certified public accountant, acceptable to the City, in accordance with generally accepted accounting principles (with any exceptions that the City does not object to) and in accordance with generally accepted auditing standards; and,
- (B) A statement signed by a duly-authorized officer of CCO certifying that each financial statement provided under Section 4(c)(4)(A) is correct.

- 4. **Effective date.** This agreement is effective on the date both parties have signed it, as indicated by the dates in the signature blocks below.
- 5. **Counterparts.** The parties may sign this agreement in counterparts, each of which is considered an original, but all of which constitute the same agreement. Facsimiles, pdfs, and photocopies of signature pages of the agreement have the same binding effect as originals.
- 6. **Integration and modification.** This agreement sets forth the parties’ entire understanding regarding the matters set forth above and is intended to be their final, complete, and exclusive expression of those matters. It supersedes all prior or contemporaneous agreements, representations, and negotiations—written, oral, express, or implied—and may be modified only by another written agreement signed by both parties.

(Signature Page Follows)

City of Sacramento

By: _____
John F. Shirey
City Manager

Date: _____, 2016

Approved as to Form
Sacramento City Attorney

By:  _____
Michael Sparks
Senior Deputy City Attorney

Attest:

By: _____
Assistant City Clerk

Clear Channel Outdoor, Inc.

By:  _____
Bryan Parker
EVP, Real Estate & Public Affairs

Date: March 14, 2016

[The main body of the page contains extremely faint, illegible text that appears to be bleed-through from the reverse side of the paper. The text is scattered across the page and is not readable.]

- (c) For purposes of this section 2, "land-use entitlements" means any of the following: a development agreement (California Government Code sections 65864 through 65869.5 and City Code chapter 18.16), a master parcel map (City Code sections 16.32.160 through 16.32.240), a subdivision map or parcel map (City Code sections 16.12.020 and 16.12.030), or a building permit (City Code chapter 15.08).
3. **Allocation of Costs for Interchange Maintenance.** The CFD will allocate the annual costs for Interchange Maintenance as follows:
- (a) During the first five years after the date the City issues a notice of completion for the Interchange Landscaping to its landscaping contractor, 100% to the City.
- (b) Beginning on the first day of the sixth year after issuance of the notice of completion for the Interchange Landscaping, and continuing thereafter, 51% to the City and 49% to the lands within the Annexation Area, with the allocation to be done in accordance with the CFD's rate and method of apportionment, except that the allocation to the Annexation Area will be reduced proportionally if and when benefiting properties are taxed for, or fund, the Stone-Boswell Fair Share under Section 2(b) above.
4. **Maintenance of Landscaping on Roadways.** The CFD will allocate to the Annexation Area, in accordance with the CFD's rate and method of apportionment, 100% of the annual maintenance costs for the landscaping along the Extensions and the Backbone Roadways. This allocation will be reduced proportionally when benefiting properties are taxed for, or fund, the Stone-Boswell Fair Share under Section 2(b) above.
5. **High-Density Residential and Commercial Properties.** The special taxes levied and collected by the CFD will not be used to pay the costs of maintaining landscaping along the portions of the Extensions that front properties developed for high-density residential (HDR) or commercial uses. The owners of those properties are solely responsible for those costs.
6. **Assignment.** M&H may assign its right to reimbursement under this agreement, in whole or in part, without the City's consent. To be effective, an assignment must be in writing and signed by representatives of M&H and the assignee, and a copy must be provided to the City.
7. **Notices.** Any notice given under this agreement must be in writing and will be effective only when mailed or delivered in the manner provided by this Section 7 to the address set forth below, as appropriate. A mailed notice will be effective on the third day after it is deposited in the United States Mail (certified mail and return receipt requested), addressed as set forth below, with postage prepaid. A notice sent in any other manner will be effective when actually delivered. A party may change its address for these purposes by giving written notice of the change to the other party in the manner provided in this section.

If to City:

Public Works Director
City of Sacramento
915 "I" Street, Room 2000
Sacramento, CA 94814
Re: Cosumnes River Boulevard/I-5 Project

If to M&H:

M&H VI Projects, LLC
Re: Delta Shores CFD
Attn: Lease Administration
425 California Street, 10th Floor
San Francisco, CA 94104-2113
Telephone: (415) 693-9000
Facsimile: (415) 693-0480

with a copy to—

Law Offices of Gregory D. Thatch
1730 "I" Street, Suite 220
Sacramento, CA 95814
Attn: Gregory D. Thatch, Esq.

8. **Interpretation.** This agreement is to be interpreted and applied in accordance with California law, except that the rule of interpretation in California Civil Code section 1654 will not apply. "Include" and its variants are not restrictive. For example, "includes" means "includes but not limited to," and "including" means "including but not limited to."
9. **Waivers.** A party's failure to insist on strict performance of this agreement or to exercise any right or remedy upon the other party's breach of this agreement will not constitute a waiver of the performance, right, or remedy. A party's waiver of the other party's breach of any provision in this agreement will not constitute a continuing waiver or a waiver of any subsequent breach of the same or any other provision. A waiver is binding only if set forth in writing and signed by the waiving party.
10. **Partial Invalidity.** If a court of law with jurisdiction determines that any material part of this agreement is unlawful or unenforceable, then the parties shall promptly meet and attempt in good faith to revise this agreement (and, if appropriate, any documents executed in accordance this agreement) to give effect to their mutual intention when they entered into this agreement.
11. **Authorized Signatures.** Each person who signs this agreement on behalf of a party represents that he or she is authorized to sign this agreement for that party and to bind that party to the obligations imposed on it by this agreement.
12. **Execution of Agreement.** The parties may sign this agreement in counterparts, each of which will be considered an original, but all of which will constitute the same agreement.
13. **Further Assurances.** Upon demand, each party shall do any act or execute any additional documents that may be reasonably required to comply with this agreement.
14. **Time.** Time is of the essence in the performance of this agreement.

15. **No Third-Party Beneficiaries.** This agreement is made for the sole benefit of the parties and their successors and assigns.
16. **Jurisdiction.** The City and M&H consent to the exclusive jurisdiction of California courts as to any matter arising under, or pertaining to, this agreement.
17. **Effective Date.** This agreement is effective on the date the City and M&H have both signed it, as indicated by the dates in the signature blocks below.
18. **Integration and Modification.** This agreement sets forth the parties' entire understanding regarding the matters set forth above and is intended to be their final, complete, and exclusive expression of those matters. It supersedes all prior or contemporaneous agreements, representations, and negotiations—written, oral, express, or implied—and may be modified only by another written agreement signed by both parties.

(Signature Page Follows)

City of Sacramento,
a California municipal corporation

By: _____
John F. Shirey, City Manager
Date: _____, 2016

Attest:
Sacramento City Clerk

By: _____

Approved as to Form
Sacramento City Attorney

By: _____
Senior Deputy City Attorney


M&H VI Projects, LLC,
a Delaware limited-liability company

By: M&H VI Investments, LLC,
a Delaware limited-liability company
Its: Sole Member

By: M&H Realty Partners VI L.P.,
a California limited partnership
Its: Sole Member

By: MHRP VI L.P.,
a California limited partnership
Its: General Partner

By: Merlone/Hagenbuch VI, Inc.,
a California corporation
Its: General Partner

By: 
PETER J. MERLONE
PRESIDENT

Its: _____
Title

Date: March 23, 2016

Approved as to Form
Law Offices of Gregory D. Thatch

By: _____
Attorneys for M&H VI Projects, LLC

City of Sacramento,
a California municipal corporation

By: _____
John F. Shirey, City Manager
Date: _____, 2016

Attest:
Sacramento City Clerk

By: _____

Approved as to Form
Sacramento City Attorney

By: _____
Senior Deputy City Attorney

M&H VI Projects, LLC,
a Delaware limited-liability company

By: M&H VI Investments, LLC,
a Delaware limited-liability company
Its: Sole Member

By: M&H Realty Partners VI L.P.,
a California limited partnership
Its: Sole Member

By: MHRP VI L.P.,
a California limited partnership
Its: General Partner

By: Merlone/Hagenbuch VI, Inc.,
a California corporation
Its: General Partner

By: _____

Print Name

Its: _____
Title

Date: _____, 2016

Approved as to Form
Law Offices of Gregory D. Thatch

By: *Larry C. Larsen*
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