

1 **RESOLUTION**

2 **of the**

3 **Board of Directors**

4 **of**

5 **NORTH COAST RAILROAD AUTHORITY**

6 Resolution No. 2017-02

7 **IN THE MATTER OF:**

8 A Resolution Approving
9 Exemption from Competitive
10 Bidding Procedure for a Project
11 Management Agreement to Sell or
12 Lease 1.5 acres of Excess Railroad
13 Property North of Citrus Fair Dr.
14 in Cloverdale.

15 **WHEREAS**, NORTH COAST RAILROAD AUTHORITY (“NCRA”) is a public entity
16 authorized to provide passenger and freight railroad service in Humboldt, Mendocino, Sonoma,
17 Napa, and Marin Counties, and pursuant to that authority has acquired railroad right-of-way,
18 station sites and appurtenant railroad infrastructure, including a parcel North of Citrus Fair Dr. in
19 Cloverdale, 1.5 acres of which is excess to railroad needs;

20 **WHEREAS**, Since its inception, NCRA has been undercapitalized, with no identified,
21 stable source of funding for ongoing maintenance and operations, has experienced severe storm
22 damage, is faced with legacy issues, including environmental contamination, has been subject to
23 an emergency order requiring the cessation of operations, has found it difficult to obtain timely
24 or adequate funding for the extensive capital improvements required to resume railroad
25 operations on those segments not currently operable and is currently operating in a very
26 challenging position financially;
27

1 **WHEREAS**, NCRA, in consultation with its operator, Northwestern Pacific, Co.
2 (NWPCo), has identified certain excess, or surplus properties, that are no longer needed for
3 railroad operations, including 1.5 acres immediately North of Citrus Fair Dr. in Cloverdale as
4 depicted on the attached map;

5 **WHEREAS**, NCRA policy requires compliance with public bidding procedures but
6 allows for exemptions in exigent or emergency circumstances;

7 **WHEREAS**, State law allows such exemptions for “Professional and Technical
8 Services” agreements.
9

10 **NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF**
11 **THE NORTH COAST RAILROAD AUTHORITY** as follows:

12 For the above stated reasons, The NCRA Board of Directors hereby finds and declares
13 that there are circumstances which warrant an exemption from public bidding procedures to
14 allow Guillon Inc., who has acted as NCRA’s agent in all negotiations related to sale or lease of
15 NCRA’s excess railroad property since 2014, to provide project and construction management
16 tasks required for sale or lease of the excess railroad property immediately North of Citrus Fair
17 Dr. in Cloverdale, and be compensated under the terms of a Project Management Agreement or
18 Listing Agreement to be approved by the NCRA Board of Directors.
19

20 Introduced and adopted this 8th day of March, 2017, at a regular meeting of the Board of
21 Directors of North Coast Railroad Authority by the following vote:

22 AYES:
23 NOES:
24 ABSENT:

25 _____
Vice Chair NCRA- Hal Wagenet

26 ATTEST:

27 _____
Executive Director NCRA
Mitch Stogner