

**THE MINUTES OF THE ANNUAL MEETING OF THE  
BOARD OF DIRECTORS  
OF DELTA COMMUNITY DEVELOPERS CORP.  
HELD MAY 20, 2021**

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The Board of Directors of Delta Community Developers Corp. met in an Annual Meeting at 2575 Grand Canal Blvd., Stockton, California, at 4:12 p.m. on May 20, 2021. Certain Directors and staff attended by teleconference (Zoom), as permitted by Government Code §54953 and Executive Order N-29-20.

The Chairperson called the meeting to order, and upon roll call, those present and absent were as follows:

Present:	Patricia Barrett,	Second Vice Chairperson
	Stephen Beckham,	Director
	Ryan Gresham,	Chairperson
	Jon Mendelson,	Director
	Lester Patrick,	First Vice Chairperson
	Crisanne Santini,	Director
	Rudy Willey,	Director

Absent:           None

The Chairperson declared a quorum present.

Peter W. Ragsdale – Executive Director, Alan R. Coon – General Counsel, Gerald “Chip” Jones – Deputy Director, Melinda Hazard – Director of Finance, Carena Lane – Director of Occupancy and Housing Compliance, and Tom Gerber – Director of Administration were in attendance.

**APPROVAL OF THE MINUTES:**

Following a discussion, Director Barrett moved, seconded by Director Mendelson, that the following Resolution be approved as read:

**RESOLUTION NO. 21-10**

**RESOLUTION APPROVING MINUTES**

**RESOLVED AND ORDERED** by the Board of Directors of Delta Community Developers Corp. meeting in an Annual Meeting this 20<sup>th</sup> day of May 2021, that the Minutes of the Regular Meeting held April 15, 2021, be, and the same hereby are approved and adopted and the Secretary be, and he hereby is authorized and directed to sign said Minutes for and on behalf of Delta Community Developers Corp.

Roll Call:

Ayes: Directors Barrett, Beckham, Gresham,  
Mendelson, Patrick, Santini, and Willey

Noes: None

Abstain: None

Absent: None

Upon roll call, the Chairperson declared the foregoing Resolution passed and adopted.

**INFORMATION ITEMS:**

None.

**CONSENT ITEM:**

Following a discussion, Director Mendelson moved, and seconded by Director Barrett that the following Resolution be approved as read:

**RESOLUTION NO. 21-11**

**RESOLUTION APPROVING THE 2021-2023 FISCAL YEAR  
OPERATION AND MAINTENANCE CONTRACT  
BETWEEN THE STATE OF CALIFORNIA  
DEPARTMENT OF HOUSING AND COMMUNITY  
DEVELOPMENT AND  
DELTA COMMUNITY DEVELOPERS CORP.**

**CONTRACT #21-OMS-16182**

**WHEREAS**, the California Department of Housing and Community Development has provided an Operation and Maintenance Contract, also known as a Standard Agreement, for the 2021-2023 Fiscal Year for the Artesi II & III Migrant Centers; and

**WHEREAS**, Delta Community Developers Corp., acting through its Board of Directors, having the authority to enter into this contract, desires to approve this Operation and Maintenance Contract for the 2021-2023 operation of the Artesi II & III Migrant Centers.

**NOW, THEREFORE, BE IT RESOLVED**, the Board of Directors of Delta Community Developers Corp., hereby approves the Operation and Maintenance Contract #21-OMS-16182 in an amount **not to exceed \$2,554,718.00** and authorizes Executive Director to execute said contract, and any amendments to said contract, on behalf of Delta Community Developers Corp.

PASSED AND ADOPTED this 20<sup>th</sup> day of May, 2021, by the following votes:

AYES: Directors Barrett, Beckham, Mendelson, Patrick, Santini, Willey, Gresham

NOES: None

ABSTAIN: None

ABSENT: None

**RESOLUTION NO. 21-12**

**RESOLUTION APPROVING THE 2021-2023 FISCAL YEAR OPERATION AND MAINTENANCE CONTRACT BETWEEN THE STATE OF CALIFORNIA**

**DEPARTMENT OF HOUSING AND COMMUNITY  
DEVELOPMENT AND  
DELTA COMMUNITY DEVELOPERS CORP.**

**CONTRACT #21-OMS-16183**

**WHEREAS**, the California Department of Housing and Community Development has provided an Operation and Maintenance Contract, also known as a Standard Agreement, for the

2021-2023 Fiscal Year for the Harney Lane Migrant Center;  
and

**WHEREAS**, Delta Community Developers Corp., acting through its Board of Directors, having the authority to enter into this contract, desires to approve this Operation and Maintenance Contract for the 2021-2023 operation of the Harney Lane Migrant Center.

**NOW, THEREFORE, BE IT RESOLVED**, the Board of Directors of Delta Community Developers Corp., hereby approves the Operation and Maintenance Contract #21-OMS-16183 in an amount **not to exceed \$1,512,862.00** and authorizes Executive Director to execute said contract, and any amendments to said contract, on behalf of Delta Community Developers Corp.

**PASSED AND ADOPTED** this 20<sup>th</sup> day of May, 2021, by the following votes:

**AYES:** Directors Barrett, Beckham, Mendelson, Patrick, Santini, Willey, Gresham

**NOES:** None

**ABSTAIN:** None

**ABSENT:** None

**ACTION ITEM:**

1. Following a discussion, Director Barrett moved, and seconded Director Patrick that the following Resolution be approved as read:

**RESOLUTION NO. 21-13**

**RESOLUTION ACCEPTING PROPOSAL AND  
AWARDING CONTRACT FOR DEVELOPMENT  
PARTNER – SONORA SQUARE**

WHEREAS, Delta Community Developers Corp. (“DCDC”) solicited proposals for Development Partner – Sonora Square by publishing Request for Qualifications (RFQ) No. 2021-016 in a manner and for the time prescribed by the policy of this DCDC; and resolution:

WHEREAS, the following described proposals for said Development Partner – Sonora Square is the only proposal by this DCDC in response to said RFQ, to wit”

FIRM

Community Revitalization & Development Corporation  
(Redding, CA)

WHEREAS, the proposal was deemed to be responsive and therefore progressed to the evaluation process; and

WHEREAS, to evaluate non-price factors, DCDC established an evaluation panel of knowledgeable financial professions from staff; and

WHEREAS, Community Revitalization & Development Corporation was determined to be a qualified firm; and

WHEREAS, it is in the best interests of this DCDC to award a contract for the Development Partner – Sonora Square, pursuant to the Request for Qualifications to Community Revitalization & Development Corporation.

NOW, THEREFORE, BE IT RESOLVED by the Directors of DCDC meeting in an Annual Meeting this 20<sup>th</sup> day of May, 2021 as follows:

- 1) That the proposal of Community Revitalization & Development Corporation be, and the same hereby is, approved and accepted; and
- 2) That the Executive Director be, and hereby is authorized and directed to enter into a contract with Community Revitalization & Development Corporation.

RESOLVED FURTHER: That Staff shall thereafter provide notice and information about the application to the Board at the next regular scheduled meeting.

FURTHER RESOLVED: That to the extent that any actions authorized herein have already been performed, such actions are ratified and approved.

FURTHER RESOLVED: That this resolution shall take immediate effect upon adoption.

Roll Call:

Ayes: Directors Barrett, Beckham, Gresham, Mendelson, Patrick, Santini, and Willey

Noes: None

Abstain: None

Absent: None

Upon roll call, the Chairperson declared the foregoing Resolution passed and adopted.

2. Following a discussion, Director Mendelson moved, and seconded Director Barrett that the following Resolution be approved as read:

#### **RESOLUTION 21-14**

**RESOLUTION CREATING DCDC IRWIN VILLAGE, LLC;  
APPROVING AND ADOPTING OPERATING AGREEMENT  
FOR DCDC IRWIN VILLAGE, LLC; APPROVING  
CREATION OF LIMITED PARTNERSHIP TO DEVELOP  
SENIOR HOUSING PROJECT;  
AND AUTHORIZING PURCHASE OF PROPERTY**

WHEREAS, DCDC Irwin Village, LLC ("Irwin Village"), will be organized and operated exclusively for charitable purposes

as specified in Section 214 of the California Revenue and Taxation Code; and

WHEREAS, Irwin Village, will be organized to further the following charitable purposes of its sole member, Delta Community Developers Corp. ("DCDC"): (1) to provide housing for seniors and/or low income; and (2) to serve as a general partner in a limited partnership which will own, operate and manage a housing project (herein "Project") for the benefit of low income and/or senior persons who are in need of affordable, decent, safe and sanitary housing and related service; and

WHEREAS, DCDC, will act as the sole member of DCDC Irwin Village, LLC;

WHEREAS, the Operating Agreement for Irwin Village, has been prepared for approval and adoption by the DCDC Board of Directors; and

WHEREAS, Articles of Organization Limited Liability Company ("Articles") for Irwin Village, will be filed with the Secretary of the State of California; and

WHEREAS, it is also the intent of Irwin Village to create and act as a general partner for a limited partnership to develop the Project with related services to be located on 1310 Irwin Avenue and 706 California Street, in Escalon, California, APN No.s 225-070-20 and 225-070-32 (herein "Property");

NOW, THEREFORE, BE IT RESOLVED AND ORDERED by the Directors of DCDC meeting in a regularly scheduled meeting this 20th day of May, 2021, as follows:

1) Authorize the creation of DCDC Irwin Village, LLC, with DCDC to act as sole member;

2) The Operating Agreement, dated May \_\_\_\_, 2021 (date to be inserted by hand upon approval), be, and the same hereby is, approved and adopted;

3) To take and all related and ancillary actions necessary and appropriate, including execution, seal, acknowledgment, and delivery of any and all documents which include, but is not limited to, purchase agreement, developer agreements, professional and service contracts with local, State, Federal and third parties for the purchase, closing and development of the Project;

4) Authorize DCDC to direct DCDC Irwin Village, LLC, to create a limited partnership to be named Irwin Village, LP, or similar designation dependent upon name availability, in which DCDC and/or DCDC Irwin Village, LLC may act as general partner;

5) Authorize and grant discretion and authority to the Executive Director and staff of DCDC and/or DCDC Irwin Village, LLC to negotiate and execute all purchase and acquisition documents necessary to acquire the Property including but not limited to letter of intent, option to purchase and purchase and sale agreements including amendments thereto;

6) That the Executive Director and staff, on behalf of the Board of Directors of DCDC and Irwin Village, LLC, are hereby granted discretion and authority to execute all creation, development and financing documents including, but not limited to, applications, resolutions, loan agreements, deeds of trust, assignments, assumptions and guaranties, as well as the preparation, recording and filing of any necessary federal, state and local documents to accomplish purchase and development of the Project;

7) That the Executive Director and staff, on behalf of the Board of Directors of DCDC and DCDC Irwin Village, LLC, are hereby granted discretion and authority to apply for lending and financing opportunities including, but not limited to, LIHTC, HOME, CDBG and tbd grant programs;

8) That the Executive Director and staff, on behalf of the Board of Directors of DCDC and DCDC Irwin Village, LLC, are hereby granted discretion and authority to negotiate and



execute all creation, development and financing documents including, but not limited to, applications, resolutions, assignments, assumptions and guaranties, and amendments and modifications thereto, as well as the preparation, recording and filing of any necessary federal, state and local documents to accomplish development of the Project;

9) Providing announcement of Closed Session Matters and negotiations for the purchase of the Property and all other actions taken regarding this matter and ratifying all previous acts of DCDC and their staff related to this Project through the date of execution of this Resolution;

10) That DCDC Irwin Village, LLC will be added as a part of "Related Entities" of DCDC thereby applying certain personnel, ethical, conflict and safety policies now or hereafter adopted by DCDC; and

11) That this Resolution shall take effect immediately upon its passage.

Passed and adopted, effective as of May 20, 2021 by the consent of the of Members of the LLC by the following vote:

Roll Call:

Ayes: Directors Barrett, Beckham, Gresham, Mendelson, Patrick, Santini, and Willey

Noes: None

Abstain: None

Absent: None

Upon roll call, the Chairperson declared the foregoing Resolution passed and adopted.

#### **CLOSED SESSION:**

**Conference with Legal Counsel – Potential Litigation.** Government Code §54956.9(d)(2), (e). NOTE: This matter may be adjourned and considered during the Housing Authority Closed Session at the convenience of the Chairperson and Board.

The HACSJ Board of Commissioners briefly adjourned to discuss in Closed Session the DCDC Closed Session matter at 5:24 p.m. Upon conclusion of that discussion, the Board of Directors announced that it had unanimously authorized the acquisition of 1310 Irwin Ave. and 706 California Street, Escalon, California ("Escalon Property") in furtherance of the Delta Community Developers Corp.'s adoption today (May 20, 2021) of an Action Item and Resolution #21-14 related to the Irwin Village Project. Said Resolution is to be revised to authorize the acquisition of the Escalon Property and will be attached to the Minutes of this meeting.

**ADJORNMENT:**

There being no further business, upon motion, second and unanimously carried, the Board of Directors' meeting adjourned.

Roll Call:

Ayes: Directors Barrett, Beckham, Gresham, Mendelson,  
Patrick, Santini, and Willey

Noes: None

Abstain: None

Absent: None

Upon roll call, the Chairperson declared the meeting adjourned at 5:38 p.m.



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Peter W. Ragsdale, Secretary