



CITY OF MARTINEZ

**CITY COUNCIL AGENDA
December 1, 2010**

TO: Mayor and City Council
FROM: Philip A. Vince, City Manager
PREPARED BY: Michael Chandler, Senior Management Analyst
SUBJECT: Willows Theatre Company Loan Agreements
DATE: November 23, 2010

RECOMMENDATION:

Adopt a resolution accepting the other in-kind contributions of the Willows Theatre Company at the Kenney-Conco Production Facility as defined in Exhibit A to relieve the Willows of its loan obligation to the City of Martinez pursuant to the Construction Loan Agreement of March 13, 2008, in the amount of \$62,900; and to forgive the Willows' loan obligation to the City pursuant to the Loan Agreement of December 17, 2008, in the amount \$40,000.

BACKGROUND:

The City entered into a series of loan agreements with the Willows Theatre Company in March and December 2008. The "Construction Loan Agreement" of March 13, 2008, stipulated the City would loan the Willows Theatre Company up to \$75,000 to construct improvements at the Kenney-Conco Production Facility ("Kenney-Conco Building"). The Willows Theatre Company requested and received \$62,900 from the City under this agreement. The terms and conditions provided that the City would be repaid in full by December 1, 2010, either in cash or through completion of various "in-kind" projects at the John Muir Amphitheater to be approved by the City Council.

The "Loan Agreement" of December 17, 2008, stipulated the City would provide \$100,000 to the Willows to pay certain Willows' operating expenses. Of the \$100,000, \$60,000 was a grant without any required repayment, and \$40,000 was a loan due to be repaid in full by December 1, 2010. The Willows received the full \$100,000 grant/loan from the City on December 18, 2008.

The Downtown/General & Revitalization Subcommittee (Mayor Schroder and Councilmember Kennedy) met on November 8, 2010, with City staff, members of the Willows, and members of the public. During the meeting, the Willows again indicated its inability to repay the \$40,000 cash loan, but allowed that it could provide documentation to support in-kind contributions in excess of the aggregate loan amounts. The Subcommittee directed City staff to work with the Willows on the list of in-kind contributions, and to provide a variety of recommendations for the Council to consider regarding the loans at the November 17, 2010 City Council meeting.

The City asked the Willows on November 5, 2010, and again on November 9, 2010, to provide a list and value of any improvements the Willows had done at the Kenney-Conco Building that could be used to offset the \$62,900 loan. Staff also enumerated a variety of in-kind items at the John Muir Amphitheater specified in the Construction Loan Agreement that the City could consider against the loan.

David Faustina, Managing Director of the Willows Theatre Company, made a presentation to the Council and public during the Council meeting on November 17, 2010, to demonstrate the in-kind contributions as leasehold improvements the Willows, either directly or through its benefactors, has made to the Kenney-Conco Building in excess of the aggregate loan amounts, and to elaborate on the benefits the Willows Theatre Company has provided to the Martinez community. A portion of the presentation including the Fiscal Review and appendices 1-6 (which highlight the various leasehold improvements to the Kenney-Conco Building and their respective values), is attached to this report as Exhibit A. The value of these leasehold improvements as presented is \$283,973.89.

The Council voted unanimously 3-0 at the meeting to proceed with Option 1 of the three alternatives presented by staff, which was to accept the Willows' in-kind contributions for the Kenney-Conco Building and John Muir Amphitheater to satisfy the \$62,900 Construction Loan of March 13, 2008; forgive the \$40,000 Loan from December 17, 2008 based on additional in-kind contributions as demonstrated by the Willows; and direct staff to prepare a resolution for the December 1, 2010 Council Meeting.

Subsequent research by staff revealed that the terms of the Construction Loan Agreement are such that only in-kind contributions to the John Muir Amphitheater could be used to satisfy the \$62,900 loan. However, the Council's intent to accept the Willows' other in-kind contributions to the Kenney-Conco Building as a means of relieving the Construction Loan is clear. The City Attorney has confirmed that the Council can, by resolution, relieve or forgive both of the outstanding loan obligations of the Willows if it so chooses. In this case, Council is relieving the Construction Loan of \$62,900 and forgiving the Loan of \$40,000 on the grounds that the Willows has contributed significant value through its leasehold improvements to the Kenney-Conco Building, and provides significant cultural and artistic value to the community and surrounding region through its continued presence as the City's supplier of live theater productions.

FISCAL IMPACT:

If the attached resolution is adopted, the \$40,000 Loan to the Willows Theatre Company due on December 1, 2010 will not be repaid, and the City must cover the budgeted revenue via a transfer from the undesignated and unrestricted Fund Balance during this fiscal year. Sufficient funds are available from the Undesignated Fund Balance to cover the amount.

ACTION:

Adopt a resolution accepting the other in-kind contributions of the Willows Theatre Company at the Kenney-Conco Production Facility as defined in Exhibit A to relieve the Willows of its loan obligation to the City of Martinez pursuant to the Construction Loan Agreement of March 13, 2008, in the amount of \$62,900; and to forgive the Willows' loan obligation to the City pursuant to the Loan Agreement of December 17, 2008, in the amount \$40,000.

Attachments:

Exhibit A (Willows Kenney Building Leasehold Improvements), Resolution

A handwritten signature in black ink, appearing to read "Philip Vance". The signature is written in a cursive style with a large initial "P".

APPROVED BY: City Manager

The above list is not exhaustive, but rather an overview of some of the outreach and impact the theatre company has on the City of Martinez and the outlying areas. As a nonprofit we rely upon the support of ticket sales and contributed income and in many instances these outreach opportunities end up costing the company and affecting our cash flow, but we continue to provide these services in the spirit of partnership with the community at large.

Fiscal Review

The Willows Theatre Company has seen a drastic decrease in the revenue generated through single ticket sales and season subscription packages when we closed our Concord Mainstage. Additionally, we have also seen a steep decrease in the corporate sponsorships when we relocated to Martinez. We enjoyed many solid business partnerships with Concord-based companies that no longer support the company due to our relocation. Foundational support has also disappeared as a direct result of a struggling economy. To combat this it was necessary to seek support in the form of grants and loans from the City of Martinez. The support has allowed us to continue to operate our theatre company. After 37 years of solid leadership, artistic visioning and economic impact on our communities, we believe that the Willows Theatre Company is an institution worth preserving. Many communities have lost their performing arts organizations due to inaction of the local governments. Martinez has taken a different position and continues to support the arts, which is a sign of health in the community.

To combat the decreased earned and contributed income the Willows Theatre Company has made some tough decisions to promote a more solid financial future. To this end, the Board of Directors has reorganized our company and eliminated several staff positions. We are also focused on increasing our season subscription base and focused on providing shows that will appeal to a broader audience without sacrificing our artistic integrity.

Recently, the Willows Theatre Company long-time Artistic Director, Richard Elliott retired from the organization to pursue a career in education. Richard Elliott remains active in consulting the Willows organization but is no longer a part of the payroll. Additionally, the Willows Theatre Company eliminated the position of General Manager, Director of Patron Services, Director of Marketing and Development and opted to focus on two regular full-time employees. The Willows Theatre Company recently promoted David Faustina as the company's Managing Director. In this role, David will oversee the business operations, fundraising, marketing and personnel of the organization. David has stepped into this role with no increased salary or benefit package. Additionally, the Board of Directors named Eric Inman the new Artistic Director of the Willows Theatre Company. Eric has served as the Director of Patron Services for the company for the past year and has been seen on-stage as an actor in several of our shows as well as assisted Richard Elliott in directing the 2010 Season. Eric has also agreed to no salary or benefit increase in this new role. Combined, David and Eric will offer a dedicated effort focused on restoring the artistic integrity and fiscal responsibility to the organization. With this re-organization the company was able to cut \$140,000 off of the full-time payroll expenses. The Willows Theatre Company cut \$120,000 off the payroll expenses in December of 2009. Our current payroll obligations for the full-time administrative staff of the company is now at \$70,000 annually compared to \$295,000 in the 3rd and 4th quarters of 2009. This drastic decrease will

allow the Willows Theatre Company to begin to pay down current debt obligations and ensure a full 2011 Season of productions. The Willows Theatre Company also employs 7 part-time house and administrative staff and 4 contracted technicians. The Willows Theatre Company has also decreased the benefit packages offered to its' full-time employees until the company retires its' debt obligations.

We are committed to providing solutions to assist in creating a path to sustainability. Managing Director, David Faustina is committed to cutting expenses and focusing on the art. If the art leads the company, the revenue will follow. We will be stream-lining our processes to allow for greater focus on the current programs and audience development. In December of 2010 we will be undergoing an aggressive New Member Acquisitions Campaign as well as begin our Major Gifts Campaign.

A full detailed plan is not yet available for public review.

The Board of Directors, Managing Director, David Faustina, and Artistic Director, Eric Inman are committed to creating a healthy future for the Willows Theatre Company. It is our strong statement that this company is poised to return to a state of financial strength in 2011. We will continue to work on developing partnerships that will mutually benefit the Willows Theatre Company, the City of Martinez and the community at large.

Leasehold Improvements

See Appendix 1

The leasehold improvements to the Kenney/ Conco Building as stated on the attached financial report totals \$94,170.52. This report details the interior improvements including plumbing, electrical wiring, interior doors, lumber and construction costs.

See Appendix 2

The leasehold improvements to the Kenney/Conco Building shown is the total amount donated to the Willows Theatre Company from the Conco Companies. This amount reflects the cost of the foundation and materials for the building. Total donation: \$94,601.00.

See Appendix 3

Account 7000- Kenney/Conco Production Facility Expenses: Shown are expenses in the total of \$39,187.11 as recorded by the Willows Theatre Company for construction of the Kenney/Conco Building. These expenses were incurred by the Willows Theatre Company.

See Appendix 4

Leasehold improvement to the Kenney/Conco Building donated to the Willows Theatre Company from Mr. Bill Lamb. The construction of a entrance patio and overhang. Expense: 1,953.06

See Appendix 5

Leasehold improvement to the Kenney/Conco Building donated to the Willows Theatre Company by Mr. Phil Kenney. This donation amount was for the purchase of the building currently known as the Kenney/ Conco Building. Mr. Kenney was the lead donor to this campaign. Shown are the tax receipts.

Appendix 6

Leasehold Improvements: Dawson Electric Bid: Bid Approved at \$48,250. Dawson Electric discounted the bid to the Willows Theatre Company. Market price \$60,500.

Appendix 7

TEAC Engineers Plan for Amphitheatre and Kenney/Conco Building- Donated time and plan to the Willows Theatre Company as a sponsorship.

Appendix 8

Leasehold Improvements/ Expenses Campbell Theatre as recorded by the Willows Theatre Company.

Appendix 9

Approval drawing for the Kenney/ Conco Building provided by General Steel Corporation

Appendix 10

Current pictures of the Kenney/Conco Complex
Current pictures of the Concession Stand and Ticket Booth at the John Muir Amphitheatre.

Closing

The Willows Theatre Company has created solid partnerships with individuals and corporations over its' long history in the Diablo Valley. Many additional expenditures have been either donated or taken on by our Board of Directors personal funds.

What can never be truly represented on paper are the countless volunteers that assisted the Willows Theatre Company in designing, building and improving the Willows Campbell Theatre, the Kenney/ Conco Building and the John Muir Amphitheatre.

Willows Theatre Company

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11/15/2010 7:11 PM

Register: 1700 · Leashold Improvements:1710 · LI-Kenney/Conco Facility

From 12/31/2006 through 11/15/2010

Sorted by: Date, Type, Number/Ref

Date	Ref.	Payee	Account	Memo	Decrease	C	Increase	Balance
12/31/2006	430		7000 · Kenney/Conco ...	2006 Improve...			33,271.54	33,271.54
12/31/2006	473		1700 · Leashold Impro...	AJE Audit FY 06			100,000.00	133,271.54
05/26/2008		LumberLiquidators	2050 · Mastercard:205...				3,003.82	136,275.36
05/29/2008	120	Dawson Electric, Inc.	1040 · US Bank [split]	Invoice 65215			29,537.00	165,812.36
05/29/2008	120	Dawson Electric, Inc.	1040 · US Bank [split]	Invoice 65774			9,650.00	175,462.36
05/29/2008	121	C & H Plumbing	1040 · US Bank	Kenney Bldg P...			5,000.00	180,462.36
05/29/2008	122	C & H Plumbing	1040 · US Bank	enney Bldg Plu...			5,000.00	185,462.36
05/29/2008	123	C & H Plumbing	1040 · US Bank	Kenney Bldg P...			5,000.00	190,462.36
05/29/2008	124	C & H Plumbing	1040 · US Bank	Kenney Bldg P...			100.00	190,562.36
05/29/2008	125	Dawson Electric, Inc.	1040 · US Bank	Invoice 65955			10,324.49	200,886.85
05/29/2008	126	Pearce Heating & Air...	1040 · US Bank	Invoice 316			9,200.00	210,086.85
06/02/2008		LumberLiquidators	2050 · Mastercard:205...				474.37	210,561.22
06/05/2008	22653	C & H Plumbing	1000 · Bank of the Wes...	Kenney Buildi...			2,900.00	213,461.22
06/19/2008		Suburban Propane	2000 · Accounts Payable				1,100.83	214,562.05
06/20/2008		S & N Floor Coverings	2050 · Mastercard:205...	Carpeting for K...			2,100.00	216,662.05
06/24/2008	66308	Dawson Electric, Inc.	2000 · Accounts Payable	time & materia...			1,596.68	218,258.73
06/24/2008	66306	Dawson Electric, Inc.	2000 · Accounts Payable	Time and mater...			206.73	218,465.46
06/27/2008	22714	S & N Floor Coverings	1000 · Bank of the Wes...	Kenney Bldg C...			900.00	219,365.46
07/02/2008	021290-00	San Leandro Door C...	2000 · Accounts Payable				5,723.62	225,089.08
08/04/2008	22872	Contra Costa Door	1000 · Bank of the Wes...	Kenney Buildi...			2,075.00	227,164.08
09/09/2008	26163	Conco	2000 · Accounts Payable	Labor/Material ...			1,082.00	228,246.08
10/01/2008	66157	Dawson Electric, Inc.	2000 · Accounts Payable	Invoice from la...			195.98	228,442.06

June 15, 2005

Robert J. Kirkham, Jr.
Conco Cement/The Conco Companies
5141 Commercial Circle
Concord, CA 94520

Dear Mr. Kirkham,

Thank you very much for your generous in-kind contribution of installation and structural building concrete materials to support the 2005 John Muir Summer Festival and the continued development of the John Muir Amphitheater in Martinez. Your in-kind donation, valued at \$94,601.00, becomes a valuable part of the business/arts partnerships that make this annual celebration a success!

We invite you and your colleagues to attend the summer events as our guests. This year the Willows Theatre Company is producing three shows, running at the Muir Amphitheater from July 1 – August 7th: a multimedia patriotic show *Celebrate Independence*, the well-loved family classic *The Sound of Music*, and the award winning musical *John Muir's Mountain Days*. I've enclosed a show schedule for your convenience.

The Conco Companies logo will be incorporated in the programs, ads, marketing materials and amphitheater signage for the festival; if you have a company banner, we'd be proud to display it at the site as well. Give me a call to arrange ticket reservations and a pickup date for the banner. We'll be preparing the amphitheater site on June 25th so I need the banner anytime before then.

I look forward to meeting you this summer at the Festival and thanking you in person for your generous corporate contributions.

Best regards,



Barbara Grant
Development Director
(925)798-1824x16
e-mail: Barbara@willowstheatre.org

For your records, our nonprofit tax ID is #23-7276300;
no goods or services were given in exchange for this donation.



Apv 2B

MAIN OFFICE
5141 COMMERCIAL CIRCLE
CONCORD, CA 94520
PH: 925 685 6799
FX: 925 685 6851
LIC # 199902

October 21, 2004

Conco
5141 Commercial Circle
Concord, California 9420
Attn: Barry Silberman

Re: Willows Theater Warehouse -Martinez, California

Dear Barry:

We are pleased to quote the structural building concrete in the amount of \$94,601.00; as follows:

Our bid was prepared from Structural Plans by TEAC, dated October 12, 2004, specifically sheets SN.1, S1.1 and SD.1

Alternate 1: Add \$3,027
Change ready-mix concrete to 4500 psi @ 28 days, 0.45 water to cement ratio to meet Sever Sulfates per 1997 UBC Table 19-A-4—Requirements for Concrete Exposed to Sulfate-Containing Solutions.

INCLUSIONS:

1. Layout; from bench marks and controls by others.
2. Excavate piers.
3. Drag surplus to foundation perimeter.
4. Furnish and install under slab 5" rock, 10 mil membrane, and 1" sand.
 - a. Note; Detail SD.1 indicates 6" crushed or Class 2 aggregate base. We have included 5" crushed rock, membrane and 1" sand.
5. Place and buy footing concrete.
6. Form, buy, place & finish 6" slab on grade.
 - a. Include thickened slab edge per detail 5/S2.1. Bottom of slab edge to bare on pad grade. No excavation included at this time.
7. Saw cut S.O.G. for all control joints.
8. Safety and maintenance, after slab forms are stripped, become the General Contractor/Builder responsibility.
9. Set steel column anchor bolts furnished by others (Furnished By Others).
 - a. Templates by others.
 - b. Blockout and pour back.

- c. Grout base plates.
- 10. Reinforcing.
- 11. Pump concrete as necessary.
- 12. Hoisting equipment for unloading, hoisting, and unloading of Conco's material. A mutually agreed to laydown area shall be provided by G. C.
- 13. Price based on work completed prior to December 31, 2004.
 - a. On 1-1-05, concrete escalation will be required in the amount of Add \$1,781

EXCLUSIONS:

- 1. Continuous strip footings indicated in the structural calculations.
- 2. Type V Cement and/or sulphate resistant concrete; if required. Developer/Owner/General Contractor shall provide a statement with Letter of Intent, Notice to Proceed, and/or Subcontract, releasing Conco Cement from all liabilities concerning sulphate, salt water, or other chemicals that may be present, and any special concrete mix designs.
- 3. Information and related costs contained in soils report; if any.
- 4. Galvanized, Zinc Coated, Stainless Steel embeds.
- 5. Removal or working in area's of hazardous materials and all associated items.
- 6. Installation of miscellaneous metals.
- 7. Seal/caulk control joints in slab on grade;
- 8. Installation of misc. metals not shown on structural drawings.
- 9. Additional footing depths, required by others, beyond dimensions.
- 10. Dewatering.
- 11. Sediment and erosion control.
- 12. Mass excavation/backfill.
- 13. Bond cost.
- 14. Builders All Risk Insurance. Assume by G.C.
- 15. Precast concrete.
- 16. Protect concrete to completion of project.
- 17. Demolition or saw cutting existing work (jackhammer.)
- 18. Equipment/housekeeping pads/inertia pads.
- 19. Topping, unless specifically listed in "work included".
- 20. Stair fill.
- 21. Sitework.
- 22. Off sitework.
- 23. Curb/gutter.
- 24. Sidewalks.
- 25. Removal of spoils from site.
- 26. Sweeping of streets.
- 27. Hardener/dust proofer/sealers.

28. Setting embedded items for other trades except as specifically included.
29. Backfilling trenches of other trades.
30. Finish/fine grading @ foundation perimeter.
31. Presaturation of soils.
32. Colored concrete
33. Curbs or depressions, except as shown on structural drawings.
34. Parking guards.
35. Permits/fees.
36. Moist Cure/Curing paper. Assume curing compound.
37. Testing/inspection.
38. Guarantee of shrinkage requirements.

ASSUMPTIONS:

1. We assume one move-in working continuous to completion. Schedule shall be mutually agreed to by Conco.
2. G.C. to provide sufficient benchmarks and control lines in each direction at slab on grade.
3. We assume utility lines around site will not interfere with our pumping or hoisting equipment.
4. We assume there are no time restrictions on the use of perimeter streets.
5. We assume maintained access road provided by others.
6. Assume access all sides for men and equipment.
7. Conco's work is assumed to start November 2004.
 - a. Should the project start be delayed, additional costs may be required due to monthly reinforcing material escalation
8. G.C. to provide dumpsters.
9. Subgrade to be $\pm 1/10$ by others.
10. Footings may be poured neat; no rock or sand excavation.
11. Assume electrical power, temporary boxes, water, lighting, toilets are supplied by G.C.
12. Parking for labor forces to be provided by G.C.
13. General Contractor shall provide an SWPPP approved washout area for the concrete trucks.

SPECIAL CLARIFICATIONS:

This proposal is based on the following conditions:

1. Non-caving subsurface soil conditions.
2. No ground water.
3. Costs for on site containment of, or off site disposal of, any water encountered.
4. The bid price does not include hard rock excavating. Hard rock excavating is defined as less than 2" per pass with a Case 580 backhoe or equal.

Please call me to discuss our bid @ your earliest convenience.

Sincerely,
CONCO

Robert J. Kirkham, Jr.

(willows theater warehouse bid)
bkirkham@concocement.com

Willows Theatre Company
Account QuickReport
 All Transactions

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Date	Num	Name	Memo	Split	Amount
7000 - Kenney/Conco Production Facilit					
1/19/2006	2068...	Hertz	Forklift rental (roof installation)	2000 ...	1,201.46
1/24/2006	19190	BK Mill & Fixture	Kenney facility - 2 doors	1000 ...	665.00
1/24/2006	19191	Insight Glass	8 windows	1000 ...	500.00
2/6/2006	42642	Industrial Lumber	Lumber	2000 ...	374.12
2/6/2006	45694	Industrial Lumber	Lumber	2000 ...	2,223.64
2/17/2006	19279	J & S Steel Constru...	roof installation	1000 ...	11,000.00
2/24/2006	46084	Industrial Lumber	Lumber	2000 ...	735.66
2/27/2006	67405	Industrial Lumber	Lumber	2000 ...	996.89
3/7/2006	67476	Industrial Lumber	Lumber	2000 ...	3,344.47
3/13/2006	423218	Sierra Point Lumber	I-joists Kenney Building	2000 ...	6,758.68
3/13/2006	67508	Industrial Lumber	Lumber	2000 ...	827.96
3/17/2006	67569	Industrial Lumber	Lumber	2000 ...	208.24
3/24/2006	437263	Sierra Point Lumber		2000 ...	886.57
3/29/2006	67673	Industrial Lumber	Nails	2000 ...	171.54
3/30/2006	442143	Sierra Point Lumber		2000 ...	196.39
3/30/2006	67688	Industrial Lumber	Lumber/nails	2000 ...	757.98
4/7/2006	67753	Industrial Lumber	lumber/hardware/titan bolts	2000 ...	1,988.80
4/13/2006	67777	Industrial Lumber	hardware/bolts	2000 ...	316.90
10/9/2006		Home Depot	Kenney Bldg Dead Bolt	2000 ...	55.80
10/31/2006	3819...	King Architectural ...	Kenney Bldg Windows	2000 ...	61.44
12/31/2006	430		2006 improvements	1710 ...	-33,271.54
1/31/2008	301574	Worthington Design	Kenney Bldg Blueprint Copies	2000 ...	33.06
2/5/2008	5118...	FedEx Kinko's		2000 ...	14.62
2/7/2008		FedEx Kinko's		2000 ...	34.11
2/14/2008		FedEx Kinko's		2000 ...	29.23
2/19/2008	5118...	FedEx Kinko's		2000 ...	204.59
3/27/2008	22346	Barbara Grant	Fire Dept Permit Fees for Ken...	1000 ...	498.00
3/27/2008	22347	Adam Puglielli	Kenney plans copying	1000 ...	33.06
4/30/2008	002119	Doherty's		2000 ...	126.89
5/8/2008	2209...	Home Depot		2000 ...	452.49
5/8/2008	2245...	Home Depot		2000 ...	-452.49
5/8/2008		Doherty's		2000 ...	247.02
5/15/2008	22570	Contra Costa Count...	Propane Tank permit	1000 ...	360.00
5/20/2008		Doherty's		2000 ...	255.95
5/22/2008		FedEx Kinko's	Kenney Bldg Plans	2000 ...	19.58
5/23/2008		GMS Autoglass		2052 ...	219.29
5/27/2008	22643	Willows Theatre/Ca...	US Bank #153458599955	1000 ...	1,500.00
5/28/2008	9650...	Grainger		2000 ...	85.17
5/30/2008	002351	Doherty's		2000 ...	260.66
6/3/2008	054016	Frazee Paint & Wall...		2000 ...	110.25
6/5/2008	22654	Darrell Hilderbrandt	Sheetrock Installation at Kenn...	1000 ...	4,380.00
6/9/2008	22665	Darrell Hilderbrandt	Sheetrock for Kenney Building	1000 ...	4,320.00
6/10/2008		FedEx Kinko's	Kenney Bldg Plans	2000 ...	51.29
6/10/2008	22673	Willows Theatre/Ca...	Kenney Bldg Construction	1000 ...	9,000.00
6/11/2008	Reim...	Chris Butler	Kenney Insulation	2000 ...	480.00
6/13/2008	22692	Thomas Williams	phone installation	1000 ...	500.00
6/14/2008		American Express ...	Moving Truck	2000 ...	48.55
6/16/2008	3574...	Home Depot		2000 ...	40.68
6/17/2008	22693	Adam Puglielli	Vehicle Gas	1000 ...	178.17
6/17/2008	22693	Adam Puglielli	Vehicle Gas	1000 ...	26.03
6/18/2008		Ace Hardware		2054 ...	30.85
6/20/2008	9017...	Home Depot		2000 ...	90.80
6/23/2008	7575...	shred-it	Document shredding	2053 ...	304.40
6/24/2008	66307	Dawson Electric, Inc.		2000 ...	588.35
6/25/2008	4181...	Home Depot		2000 ...	101.11
6/27/2008	22723	Thomas Williams	Telephone Wiring	1000 ...	50.00
7/8/2008	1571...	Home Depot		2000 ...	123.12
7/8/2008	1136...	Home Depot		2000 ...	-31.30
7/8/2008	1064...	Home Depot		2000 ...	87.44
7/8/2008	1581...	Home Depot		2000 ...	10.24
7/11/2008	22781	Shaun Carroll	Prop shop setup	1000 ...	1,500.00
7/14/2008	5082...	Home Depot		2000 ...	256.75
7/14/2008	5136...	Home Depot		2000 ...	-194.01
7/16/2008	3130...	Home Depot		2000 ...	126.49
7/18/2008	1136...	Home Depot		2000 ...	-90.64
8/1/2008	66305A	Dawson Electric, Inc.		2000 ...	9,650.00
8/25/2008	23037	Thomas Williams	Phone installation	1000 ...	500.00

Willows Theatre Company

Account QuickReport

All Transactions

Date	Num	Name	Memo	Split	Amount
9/1/2008	98	Contra Costa Telec...	Phone Installation	2000 ...	198.00
9/2/2008	Reim...	Adam Puglieli		2000 ...	3.77
12/1/2008		Industrial Lumber	Materials	2000 ...	1,980.58
12/23/2008	23368	Bill Lamb	Reimbursement	1000 ...	81.50
2/9/2009	78076	Industrial Lumber		2000 ...	44.31
3/27/2009	23649	Richard Elliott	Travel for Gene Elliott to work ...	1000 ...	682.03
4/30/2009	78655	Industrial Lumber		2000 ...	37.12
Total 7000 - Kenney/Conco Production Facilit					39,187.11
TOTAL					39,187.11

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The Willows Theatre Company sincerely thanks you for your donation. Our non-profit tax ID number is 94-7276300.

Bill Lamb
2600 Leslie Ave.
Martinez CA 94553

File #68429

Date Donation Received: NOV 16, 2010
Total Amount Donated: \$1,953.06
Campaign: Gifts In Kind

13643

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The Willows Theatre Company sincerely thanks you for your donation. Our non-profit tax I.D. number is 23-7276300.

Phil Kenney
2770 pleasant Hill Rd
apt 312
Pleasant Hill CA 94523-2047

File #28168

Date Donation Received: FEB 2, 2004
Date Receipt Issued: NOV 17, 2010
Total Amount Donated: \$2,148.60
Campaign: Kenney Family/Conco Production Fac

13644

The Willows Theatre Company sincerely thanks you for your donation. Our non-profit tax I.D. number is 23-7276300.

Phil Kenney
2770 pleasant Hill Rd
apt 312
Pleasant Hill CA 94523-2047

File #28168

Date Donation Received: FEB 2, 2004
Date Receipt Issued: NOV 17, 2010
Total Amount Donated: \$9,180.00
Campaign: Kenney Family/Conco Production Fac

13645

The Willows Theatre Company sincerely thanks you for your donation. Our non-profit tax I.D. number is 23-7276300.

Phil Kenney
2770 pleasant Hill Rd
apt 312
Pleasant Hill CA 94523-2047

File #28168

Date Donation Received: APR 28, 2004
Date Receipt Issued: NOV 17, 2010
Total Amount Donated: \$21.60
Campaign: Kenney Family/Conco Production Fac

13646

The Willows Theatre Company sincerely thanks you for your donation. Our non-profit tax I.D. number is 23-7276300.

Phil Kenney
2770 pleasant Hill Rd
apt 312
Pleasant Hill CA 94523-2047

File #28168

Date Donation Received: JUN 10, 2004
Date Receipt Issued: NOV 17, 2010
Total Amount Donated: \$200.00
Campaign: Kenney Family/Conco Production Fac

13647

The Willows Theatre Company sincerely thanks you for your donation. Our non-profit tax I.D. number is 23-7276300.

Phil Kenney
2770 pleasant Hill Rd
apt 312
Pleasant Hill CA 94523-2047

File #28168

Date Donation Received: JUN 11, 2004
Date Receipt Issued: NOV 17, 2010
Total Amount Donated: \$30,262.00
Campaign: Kenney Family/Conco Production Fac

APX 6

Dawson Electric

William E. Ose, V.P.

P.O. Box 5190
Concord, Ca. 94524
925-723-3535
fax 925-723-3545
billose@dawsonelectric.com

TO BARRY SILBERMAN
RE: BUDGET FOR WILLOWS THEATRE KENNY BUILDING IN MARTINEZ

ORIGINAL BID PRICE: \$60,500.00

DISCOUNTED BID PRICE: \$48,250.00

NO PERMIT FEES IN BID

THE FOLLOWING QUANTITIES ARE FOR BUDGETING. UPON DOING THE JOB, ITEMS MAY BE ADDED OR DELETED TO GET EXACTLY WHAT IS DESIRED.

INCLUDES:

- 17- LOW PROFILE 2-LAMP WRAP FIXTURES
- 17- LOW PROFILE 3-LAMP WRAP FIXTURES
- 6- SCONCE FIXTURES ALONG UPPER WALKWAY
- 8- RECESS FIXTURES AT LOWER HALL AND UNDER WALKWAY
- 4- WALL PACKS ARE THE EXTERIOR OF THE BUILDING
- 22- 6-LAMP HIGH BAY T-5 FLUORESCENT WAREHOUSE FIXTURES
- 6- EXIT LIGHTS
- 2- EMERGENCY LIGHTS
- 6- DOUBLE SWITCHES
- 1- SINGLE SWITCH
- 2- SWITCHING AT PROP AREA
- 1- WAREHOUSE DOUBLE SWITCH FOR DUAL LEVEL LIGHTING
- 2- 3 WAY SWITCHES FOR UPPER LANDING
- 15- DUPLEX RECEPTACLES
- 1- WATER HEATER WIRING
- 9- QUAD WAREHOUSE RECEPTACLES AND CIRCUITS
- 5- 220 V. RECEPTACLES
- 2- GFI RECEPTACLES
- 2- FAN WIRING
- 3- 20 AMP. DEDICATED CIRCUITS AT THE KITCHEN
- 1- TIMECLOCK AND WIRING
- 1- 200 AMP SUBFEED FROM THE SERVICE LOCATION (BY OTHERS) TO THE SUBPANEL LOCATION.
- 1- 200 AMP. 42 CIRCUIT LOADCENTER

AT THIS TIME FOR BIDDING PURPOSES WE ARE FIGURING THAT THE MAIN ELECTRICAL PANEL AT THE EXTERIOR OF THE BUILDING IS BEING DONE BY OTHERS AS WELL AS THE FEED TO THE BUILDING IN BEING DONE BY OTHERS.

William E. Ose

Dawson electric
The Willows Kenny Building Extras to Date 5/08/08

Add 18 space 3 phase 100 Amp. panel at paint room wall, add 18 space 100 Amp panel at shop wall off the 200 Amp. panel (needed for added circuits)

		Material	\$1,799.09
		Tax	\$148.42
Labor	10 hours @	\$115.00	\$1,150.00
		Total	\$3,097.51

Remove 8 fixtures in the prop storage area, rewire for sheet rock ceiling, Rehang 8 fixtures (originally suppose to not be sheetrock on the ceiling)

		Material	\$158.11
		Tax	\$13.04
Labor	6 hours @	\$115.00	\$690.00
		Total	\$861.15

Reroute previously install home run conduit in the tool room, repull branch circuit conductors. (originally suppose to not be sheetrock on the ceiling)

		Material	\$0.00
		Tax	\$0.00
Labor	2 hours @	\$115.00	\$230.00
		Total	\$230.00

Reroute cabling at the stairwell and add stair sconce

		Material	\$85.00
		Tax	\$7.01
Labor	1 hours @	\$115.00	\$115.00
		Total	\$207.01

Reroute home run cables to upstairs rehearsal room due to wall changes at the restrooms

		Material	\$0.00
		Tax	\$0.00
Labor	1 hours @	\$115.00	\$115.00
		Total	\$115.00

Reroute cabling to accommodate new door way, cut in after room was wired.

		Material	\$0.00
		Tax	\$0.00
Labor	1 hours @	\$115.00	\$115.00
		Total	\$115.00

Add switch and light for closet under stair at front of building

		Material	\$58.27
		Tax	\$4.81
Labor	1 hours @	\$115.00	\$115.00
		Total	\$178.08

Reroute 3-way cabling for the upstairs walk way and add 3-way switching for enclosed upstairs walkway, also add 1 sconce light at the doorway and 1 wrap at the enclosed walkway.

		Material	\$249.27
		Tax	\$20.56
Labor	5 hours @	\$115.00	\$575.00
		Total	\$844.83

Wire 2 upstairs rehearsal closets for lights and switch

		Material	\$118.84
		Tax	\$9.80
Labor	1.5 hours @	\$115.00	\$172.50
		Total	\$301.14

Add 2 exit/em lights in covered upstairs walkway

		Material	\$277.57
		Tax	\$22.90
Labor	2.5 hours @	\$115.00	\$287.50
		Total	\$587.97

Add outlet, switch and light understairs closet for print table

		Material	\$96.71
		Tax	\$7.98
Labor	1.5 hours @	\$115.00	\$172.50
		Total	\$277.19

Add work lights above work bench in prop storage area

		Material	\$48.04
		Tax	\$3.96
Labor	1 hours @	\$115.00	\$115.00
		Total	\$167.00

Add 3 receptacles in prop storage area above workbench areas

		Material	\$38.83
		Tax	\$3.20
Labor	1 hours @	\$115.00	\$115.00
		Total	\$157.03

Add dedicated duplex at phone board

		Material	\$49.36
		Tax	\$4.07
Labor	1 hours @	\$115.00	\$115.00
		Total	\$168.43

Add 208 v. 30 amp. circuit for dryer

		Material	\$119.01
		Tax	\$9.82
Labor	1.5 hours @	\$115.00	\$172.50
		Total	\$301.33

Reroute 1/2" conduits in upstairs rehearsal rooms due to framing changes

		Material	\$0.00
		Tax	\$0.00
Labor	2 hours @	\$115.00	\$230.00
		Total	\$230.00

Requested by Adam: Add 3- 120 volt 30 amp. dedicated circuits,
Add 6- dedicated 120 v. 20 amp. circuits, Add 2- 208 v. 20 amp.
circuits for cut off saw and compressor.

		Material	\$409.59
		Tax	\$33.79
Labor	16.5 hours @	\$115.00	\$1,897.50
		Total	\$2,340.88

Install phone/data plaster rings at 13 locations

		Material	\$27.66
		Tax	\$2.28
Labor	1 hours @	\$115.00	\$115.00
		Total	\$144.94

Dawson *Electric*

William E. Ose, V.P.

P.O. Box 5190
Concord, Ca. 94524
925-723-3535
fax 925-723-3545
billose@dawsonelectric.com

To Barry Silberman

Re: Price for supplying and installing a 400 Amp. 3-phase, 4-wire 120/208 volt service at the Kenny Building, Martinez.

The service to be manufactured by Myers/ Ryco per the attached submittal.

\$6265.00

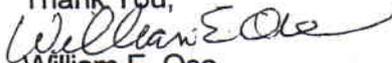
No permit fees in the bid.

Based on the approval of the city inspector.

I previously submitted on Cuttler Hammer, which would cost around \$2000.00 more than the Myers/Ryco.

The P.G. & E. conduit to be installed by others and the concrete pad for the gear to stand on to be done by others.

Thank You,


William E. Ose

6/24/08

6/25/08

KENNY BUILDING
ATTN: RICH ELLIOT
20 TARANTINO DR.
MARTINEZ, CA

CONTRACT:	\$48250.00	BREAKDOWN ATTACHED
PERMIT:	\$587.00	
PREVIOUS EXTRAS:	\$10324.49	BREAKDOWN ATTACHED
T & M #66157	\$195.98	

NEW EXTRAS SERVICE GEAR	\$6265.00	BREAKDOWN ATTACHED
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NEW T & M	
INV #66306	\$206.73
INV #66307	\$588.35
INV #66308	\$1596.68

RICH,

THIS IS A RECAP FOR THE KENNY BUILDING. EVERYTHING HAS BEEN BILLED EXCEPT THE SERVICE GEAR. IF YOU HAVE ANY QUESTIONS, PLEASE GIVE BILL OSE A CALL. THANK YOU.

EXHIBIT A

RESOLUTION NO. -10

ACCEPTING THE OTHER IN-KIND CONTRIBUTIONS OF THE WILLOWS THEATRE COMPANY AT THE KENNEY-CONCO PRODUCTION FACILITY AS DEFINED IN EXHIBIT A TO RELIEVE THE WILLOWS OF ITS LOAN OBLIGATION TO THE CITY OF MARTINEZ PURSUANT TO THE CONSTRUCTION LOAN AGREEMENT OF MARCH 13, 2008, IN THE AMOUNT OF \$62,900; AND TO FORGIVE THE WILLOWS LOAN OBLIGATION TO THE CITY PURSUANT TO THE LOAN AGREEMENT OF DECEMBER 17, 2008, IN THE AMOUNT OF \$40,000

WHEREAS, the City entered into that certain Construction Loan Agreement ("Construction Loan Agreement"), by and between the City as Lender and the Willows Theatre Company ("Willows") as Borrower, on March 13, 2008, whereby City agreed to lend Willows up to the sum of seventy-five thousand dollars (\$75,000) for improvements to the Kenney-Conco Production Facility ("Kenney-Conco Building"), of which the sum of sixty-two thousand nine hundred dollars (\$62,900)(hereinafter referred to as "Construction Loan") was ultimately loaned to the Willows and used to fund the aforementioned improvements; and

WHEREAS, the City entered into that certain Loan Agreement ("Loan Agreement"), by and between the City as Lender and the Willows as Borrower, on December 17, 2008, whereby City agreed to loan the Willows the sum of forty thousand dollars (\$40,000) (hereinafter referred to as "Loan") to pay those expenditures and pre-existing financial obligations described by Article 3 to the Loan Agreement; and

WHEREAS, both the Construction Loan and the Loan are required to be satisfied by December 1, 2010; and

WHEREAS, Section 2.3 of the Construction Loan Agreement stipulates the Construction Loan may be satisfied either in cash or through a variety of in-kind projects at the John Muir Amphitheater at the City's discretion; and

WHEREAS, Section 2.4 of the Loan Agreement stipulates the Loan is to be satisfied in cash only; and

WHEREAS, the Willows has indicated to the City that it is unable to repay any portion of the Construction Loan or the Loan in cash; and

WHEREAS, the Willows gave a presentation to the City Council on November 17, 2010, to demonstrate the value of the other in-kind contributions it has made to the Kenney-Conco Building as leasehold improvements in excess of the aggregate loan amounts, and to highlight the direct and indirect benefits it provides to the community as an acclaimed regional source of live theater productions; and

WHEREAS, the City Council has deemed that the value of the leasehold improvements to the Kenney-Conco Building made by the Willows and granted to the City, as expressed in Exhibit A to the attached staff report, is in excess of the amounts owed the City for the Construction Loan and the Loan; and

WHEREAS, the City Council has deemed that the Willows, a qualified non-profit professional theater company, provides significant cultural and artistic value to the community and surrounding region through its continued presence as the City's supplier of live theater productions; and

WHEREAS, the City Council voted unanimously to direct staff to prepare a resolution accepting the other in-kind contributions of the Willows at the Kenney-Conco Building to relieve the Willows of its loan obligation to the City pursuant to the Construction Loan Agreement, and to forgive the Willows' loan obligation to the City pursuant to the Loan Agreement; and

WHEREAS, the City has sufficient funds in its Undesignated Fund Balance to cover the Loan.

NOW, THEREFORE, BE IT RESOLVED that the City Council hereby accepts the other in-kind contributions of the Willows Theatre Company at the Kenney-Conco Production Facility as defined in Exhibit A; relieves the Willows of its loan obligation to the City of Martinez pursuant to the Construction Loan Agreement of March 13, 2008, in the amount of sixty-two thousand nine hundred dollars (\$62,900); and forgives the Willows' loan obligation to the City pursuant to the Loan Agreement of December 17, 2008, in the amount of forty thousand dollars (\$40,000).

* * * * *

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution duly adopted by the City Council of the City of Martinez at a Regular Meeting of said Council held on the 1st day of December, 2010, by the following vote:

AYES:

NOES:

ABSENT:

RICHARD G. HERNANDEZ, CITY CLERK
CITY OF MARTINEZ