

MEETING DATE: 06/09/2014

AGENDA ITEM: SUCCESSOR AGENCY AGENDA ITEM: PUBLIC HEARING - Adoption of a Resolution Approving and Recommending that the Oversight Board Approves (1) the Sale and Transfer of Real Property at 12803-12823 Washington Blvd to Axis-Mundi LLC (Developer) in Accordance With the Terms of the DDA Between the Developer and the City of Culver City Pursuant to the Approved Long Range Property Management Plan; and (2) Approving the Successor Agency's Remittance of the Net Purchase Price Proceeds Received by the Successor Agency After Close of Escrow to the County for Distribution to Taxing Entities; and (3) Approving Related Actions.

ATTACHMENTS

Pages

1. Proposed Resolution.

1-8

RESOLUTION NO. 2014-SA_____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE CULVER CITY REDEVELOPMENT AGENCY APPROVING, AND RECOMMENDING TO ITS OVERSIGHT BOARD APPROVAL OF, (1) THE SALE AND TRANSFER OF CERTAIN REAL PROPERTY LOCATED AT 12803, 12811, 12813 & 12823 WASHINGTON BOULEVARD, CULVER CITY, CALIFORNIA (ASSESSOR PARCEL NOS. 4236-021-900, 4236-021-901, 4236-021-902, AND 4236-021-903, "PROPERTY") FROM THE SUCCESSOR AGENCY TO AXIS MUNDI RE II, LLC (DEVELOPER) FOR USE TO FULFILL CONTRACTUAL ENFORCEABLE OBLIGATIONS IN ACCORDANCE WITH THE TERMS OF THAT CERTAIN DISPOSITION AND DEVELOPMENT AGREEMENT BETWEEN THE CULVER CITY REDEVELOPMENT AGENCY AND THE DEVELOPER DATED FEBRUARY 7, 2008, PURSUANT TO THE AUTHORITY OF THE LONG RANGE PROPERTY MANAGEMENT PLAN APPROVED BY THE CALIFORNIA DEPARTMENT OF FINANCE ON MARCH 18, 2014; (2) THE SUCCESSOR AGENCY'S USE OF THE NET PURCHASE PRICE PROCEEDS RECEIVED BY THE SUCCESSOR AGENCY AFTER CLOSE OF ESCROW IN ACCORDANCE WITH THE DISSOLUTION ACT AND OTHER APPLICABLE LAW; AND (3) RELATED ACTIONS.

WHEREAS, Assembly Bill No. X1 26 (2011-2012 1st Ex. Sess.) (referred to herein as "Dissolution Act") was signed by the Governor of California on June 28, 2011, making certain changes to the California Community Redevelopment Law (Part 1 (commencing with Section 33000) of Division 24 of the California Health and Safety Code) (the "Redevelopment Law") and to the California Health and Safety Code ("H&S Code") including adding Part 1.8 (commencing with Section 34161) ("Part 1.8") and Part 1.85 (commencing with Section 34170) ("Part 1.85") to Division 24 of the H&S Code; and

WHEREAS, on December 29, 2011, the California Supreme Court delivered its decision in *California Redevelopment Association v. Matosantos*, finding the Dissolution Act largely constitutional and reformed certain deadlines set forth in the Dissolution Act; and

1 WHEREAS, pursuant to the Dissolution Act, as modified by the California
2 Supreme Court on December 29, 2011 by its decision in California Redevelopment
3 Association v. Matosantos, all California redevelopment agencies, including the Culver City
4 Redevelopment Agency ("Former CCRA"), were dissolved on February 1, 2012, and
5 successor agencies were designated and vested with the responsibility of paying, performing
6 and enforcing the enforceable obligations of the former redevelopment agencies and
7 expeditiously winding down the business and fiscal affairs of the former redevelopment
8 agencies; and
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10 WHEREAS, the City Council of the City of Culver City adopted Resolution No.
11 2012-R001 on January 9, 2012, pursuant to Part 1.85 of the Dissolution Act, accepting for the
12 City the role of successor agency to the Former CCRA ("Successor Agency"); and
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14 WHEREAS, on February 6, 2012, the Board of Directors of the Successor
15 Agency, adopted Resolution No. 2012-SA001 naming itself the "Successor Agency to the
16 Culver City Redevelopment Agency", the sole name by which it will exercise its powers and
17 fulfill its duties pursuant to Part 1.85 of the Dissolution Act and establishing itself as a
18 separate legal entity with rules and regulations that will apply to the governance and
19 operations of the Successor Agency; and
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21 WHEREAS, the Dissolution Act was amended by Assembly Bill No. 1484 ("AB
22 1484") on June 27, 2012, which, among other things, imposed procedures for the Successor
23 Agency's disposition of certain Former CCRA-owned real property including the required
24 preparation of a Long Range Property Management Plan specifying the use and disposition
25 of all such property and for the required approval of the Long Range Property Management
26 Plan by the California Department of Finance ("DOF"). The Dissolution Act has since been
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1 further amended by Assembly Bill No. 1585, Senate Bill No. 341 and Assembly Bill No. 471;
2 and

3 WHEREAS, pursuant to the Dissolution Act, each successor agency shall have
4 an oversight board with fiduciary responsibilities to holders of enforceable obligations and to
5 the taxing entities that benefit from distributions of property taxes and other revenues
6 pursuant to H&S Code Section 34188 of the Dissolution Act; and

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8 WHEREAS, the oversight board has been established for the Successor
9 Agency (hereinafter referred to as "Oversight Board") and all seven (7) members have been
10 appointed to the Oversight Board pursuant to H&S Code Section 34179. The duties and
11 responsibilities of the Oversight Board are primarily set forth in H&S Sections 34179 through
12 34181 of the Dissolution Act; and

13 WHEREAS, pursuant to H&S Code Section 34191.5(b) of the Dissolution Act,
14 on July 18, 2013, the Successor Agency prepared and submitted to the DOF for approval its
15 initial Long Range Property Management Plan, as approved by its Oversight Board, that
16 addressed the disposition and use of certain real properties of the Former CCRA. On March
17 13, 2014, the Successor Agency prepared and submitted to the DOF for approval certain
18 revisions to its initial Long Range Property Management Plan, as approved by its Oversight
19 Board, that addressed changes to the disposition of certain parking parcels of the Former
20 CCRA as described in the revised Long Range Property Management Plan; and

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22 WHEREAS, the DOF, by letter dated March 18, 2014, issued its determination
23 on the Successor Agency's Long Range Property Management Plan (comprised solely of the
24 July 18, 2013 initial submittal as revised by the March 13, 2014 revision) ("LRPMP"),
25 approving the Successor Agency's use and disposition of all the properties listed in the
26 LRPMP. The DOF's letter states that its approval of the LRPMP took into account Resolution
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1 No. 2014-OB004 approving the March 13, 2014 revised LRPMP and accompanying Agenda
2 Item Report and acknowledges the Successor Agency's submittal of its LRPMP on July 18,
3 2013 and the revised LRPMP on March 13, 2014; and

4 WHEREAS, the DOF-approved LRPMP provides for the Successor Agency's
5 sale and transfer of that certain real property located at 12803, 12811, 12813 & 12823
6 Washington Boulevard, Culver City, California, and referenced by Assessor Parcel Nos.
7 4236-021-900, 4236-021-901, 4236-021-902, and 4236-021-903 ("Property") from the
8 Successor Agency to Axis Mundi RE II, LLC ("Developer") for use to fulfill contractual
9 enforceable obligations in accordance with the terms of that certain Disposition and
10 Development Agreement by and between the Former CCRA and the Developer dated
11 February 7, 2008 ("DDA"); and
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13 WHEREAS, the DDA provides for the development of a retail and office project
14 ("Project") on and at the Property; and
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16 WHEREAS, the Successor Agency's sale and transfer of the Property to the
17 Developer will be for the Purchase Price as defined in Section 201 of the DDA and in
18 accordance with the terms and conditions set forth in the DDA. The net purchase price
19 proceeds received by the Successor Agency after the close of escrow will be used by the
20 Successor Agency in accordance with the Dissolution Act and other applicable law; and
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22 WHEREAS, in accordance with the California Environmental Quality Act
23 ("CEQA") set forth in California Public Resources Code Section 21000 et seq., the State
24 CEQA Guidelines set forth in Title 14, California Code of Regulations Section 15000 et seq.,
25 and procedures adopted by the City relating to environmental evaluation of public and private
26 projects, the City certified a Final Supplemental Environmental Impact Report ("FSEIR") on
27 November 16, 1998, which identified and analyzed the potential environmental impacts
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1 associated with the Project. This activity has been determined to be adequately addressed in
2 the FSEIR for the Project, and there is no substantial change in circumstances, new
3 information of substantial importance, or project changes which would warrant additional
4 environmental review; therefore, no further environmental review is required under the CEQA
5 pursuant to State CEQA Guidelines Section 15162; and

6 WHEREAS, all other legal prerequisites to the adoption of this Resolution have
7 occurred.
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9 NOW, THEREFORE, the Board of Directors of the Successor Agency to the
10 Culver City Redevelopment Agency, DOES HEREBY RESOLVE as follows:

11 SECTION 1. The foregoing recitals are true and correct and are a substantive
12 part of this Resolution.

13 SECTION 2. The Successor Agency Board has received and heard all oral and
14 written objections to the Successor Agency's proposed sale and transfer of the Property to
15 fulfill contractual enforceable obligations in accordance with the terms set forth in the DDA,
16 pursuant to the authority of the DOF-approved LRPMP, and to other matters pertaining to this
17 transaction, and that all such oral and written objections are hereby overruled.
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19 SECTION 3. The Successor Agency Board hereby approves, and recommends
20 to its Oversight Board the approval of, the sale and transfer of the Property located at 12803,
21 12811, 12813 & 12823 Washington Boulevard, Culver City, California (Assessor Parcel Nos.
22 4236-021-900, 4236-021-901, 4236-021-902, and 4236-021-903) from the Successor Agency
23 to the Developer for use to fulfill contractual enforceable obligations in accordance with the
24 terms set forth in the DDA, pursuant to the authority of the DOF-approved LRPMP.
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26 SECTION 4. The Successor Agency Board hereby authorizes and directs, and
27 recommends to its Oversight Board that it authorize and direct, the Executive Director, or
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1 designee, of the Successor Agency, to use the net purchase price proceeds received by the
2 Successor Agency after close of escrow for the Successor Agency's sale and transfer of the
3 Property to the Developer in accordance with the Dissolution Act and other applicable law.

4 SECTION 5. The Successor Agency hereby authorizes and directs, and
5 recommends to its Oversight Board that it authorize and direct, the Executive Director of the
6 Successor Agency, or designee, (i) to take all actions and to execute any and all documents,
7 instruments, and agreements necessary or desirable on behalf of the Successor Agency, as
8 approved by the Executive Director of the Successor Agency and Successor Agency General
9 Counsel, in order to implement and effectuate the sale and transfer of the Property from the
10 Successor Agency to the Developer in accordance with the terms and conditions set forth in
11 the DDA, to use the net purchase price proceeds received by the Successor Agency after the
12 Close of Escrow in accordance with the Dissolution Act and other applicable law, and to
13 effectuate all other actions approved by this Resolution, including, without limitation,
14 approving extensions of deadlines, amendments, changes, implementations, or revisions to
15 documents, instruments, and agreements as determined necessary by the Executive
16 Director, or designee, and executing all documents, instruments, and agreements on behalf
17 of the Successor Agency as necessary or required including, without limitation, the Grant
18 Deed, Right of Entry Agreement, Subterranean Encroachment Agreement, Assignment of
19 Agreements, and Release of Construction Covenants, and (ii) to administer the Successor
20 Agency's obligations, responsibilities, and duties to be performed pursuant to this Resolution
21 and all documents, instruments, and agreements required by and for the sale and transfer of
22 the Property from the Successor Agency to the Developer.
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26 SECTION 6. If any provision of this Resolution or the application of any such
27 provision to any person or circumstance is held invalid, such invalidity shall not affect other
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1 provisions or applications of this Resolution that can be given effect without the invalid
2 provision or application, and to this end the provisions of this Resolution are severable. The
3 Successor Agency declares that its Board would have adopted this Resolution irrespective of
4 the invalidity of any particular portion of this Resolution.

5 SECTION 7. The adoption of this Resolution is not intended to and shall not
6 constitute a waiver by the Successor Agency of any constitutional, legal or equitable rights
7 that the Successor Agency may have to challenge, through any administrative or judicial
8 proceedings, the effectiveness and/or legality of all or any portion of the Dissolution Act, any
9 determinations rendered or actions or omissions to act by any public agency or government
10 entity or division in the implementation of the Dissolution Act, and any and all related legal
11 and factual issues, and the Successor Agency expressly reserves any and all rights,
12 privileges, and defenses available under law and equity.

13 SECTION 8. The Successor Agency hereby determines that a Final
14 Supplemental Environmental Impact Report ("FSEIR") was certified by the City on November
15 16, 1998, which identified and analyzed the potential environmental impacts associated with
16 the Project. This activity has been determined to be adequately addressed in the FSEIR for
17 the Project, and there is no substantial change in circumstances, new information of
18 substantial importance, or project changes which would warrant additional environmental
19 review; therefore, no further environmental review is required under the CEQA pursuant to
20 State CEQA Guidelines Section 15162.

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SECTION 9. This Resolution shall take effect upon the date of its adoption.

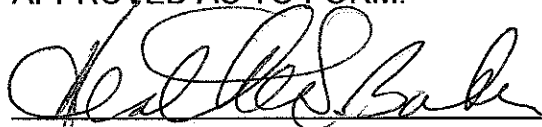
APPROVED AND ADOPTED, this ____ day of _____, 2014.

MEGHAN SAHLI-WELLS, Chair
Successor Agency

ATTEST:

APPROVED AS TO FORM:

MARTIN R. COLE, Secretary



CAROL SCHWAB, Successor Agency
General Counsel

A14-00447