

RESOLUTION NO. 2018-R_____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CULVER CITY PURSUANT TO THE PROVISIONS OF CALIFORNIA HEALTH AND SAFETY CODE SECTIONS 33431 AND 33433 AND CALIFORNIA GOVERNMENT CODE SECTION 52201, APPROVING (1) THE TRANSFER OF A PORTION OF THAT CERTAIN REAL PROPERTY LOCATED AT 12403, 12413, 12421, AND 12423 WASHINGTON BOULEVARD, 4061 AND 4063 CENTINELA AVENUE, AND 4064 COLONIAL AVENUE FROM THE SUCCESSOR AGENCY OF THE CULVER CITY REDEVELOPMENT AGENCY AND THE CITY'S ACCEPTANCE THEREOF; (2) THE SALE AND TRANSFER OF THAT CERTAIN REAL PROPERTY LOCATED AT 12337 AND 12343 WASHINGTON BOULEVARD AND THE REMAINING PORTION OF THAT CERTAIN REAL PROPERTY LOCATED AT 12403, 12413, 12421, AND 12423 WASHINGTON BOULEVARD, 4061 AND 4063 CENTINELA AVENUE, AND 4064 COLONIAL AVENUE FROM THE SUCCESSOR AGENCY TO CULVER PUBLIC MARKET, LLC; (3) ENTRY BY THE SUCCESSOR AGENCY AND CULVER PUBLIC MARKET, LLC INTO A PROPOSED DISPOSITION AND DEVELOPMENT AGREEMENT AND GRANT DEEDS TO EFFECTUATE SAID DISPOSITION OF PROPERTIES; AND (4) RELATED ACTIONS.

WHEREAS, Assembly Bill No. X1 26 (2011-2012 1st Ex. Sess.) ("**AB 26**") 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, pursuant to AB 26, as modified by the California Supreme Court on December 29, 2011 by its decision in *California Redevelopment Association v. Matosantos*, all California redevelopment agencies, including the Culver City Redevelopment Agency (the "**Former CCRA**"), were dissolved on February 1, 2012, and successor agencies were

1 designated and vested with the responsibility of paying, performing and enforcing the
2 enforceable obligations of the former redevelopment agencies and expeditiously winding
3 down the business and fiscal affairs of the former redevelopment agencies; and

4 WHEREAS, the City Council of the City of Culver City adopted Resolution No.
5 2012-R001 on January 9, 2012, pursuant to Part 1.85 of AB 26, accepting for the City of
6 Culver City (the "**City**") the role of successor agency to the Former CCRA (the "**Successor**
7 **Agency**"); and

8
9 WHEREAS, AB 26 has since been amended by various assembly and senate
10 bills enacted by the California Legislature and signed by the Governor (AB 26 as amended is
11 hereinafter referred to as the "**Dissolution Law**"); and

12 WHEREAS, on February 6, 2012, the Board of Directors of the Successor
13 Agency, adopted Resolution No. 2012-SA001 naming itself the "Successor Agency to the
14 Culver City Redevelopment Agency", the sole name by which it will exercise its powers and
15 fulfill its duties pursuant to Part 1.85 of the Dissolution Law and establishing itself as a
16 separate legal entity with rules and regulations that will apply to the governance and
17 operations of the Successor Agency; and

18
19 WHEREAS, pursuant to the Dissolution Law, each successor agency shall have
20 an oversight board with fiduciary responsibilities to holders of enforceable obligations and to
21 the taxing entities that benefit from distributions of property taxes and other revenues
22 pursuant to H&S Code Section 34188 of the Dissolution Law; and

23
24 WHEREAS, the oversight board has been established for the Successor
25 Agency (hereinafter referred to as the "**Oversight Board**") and all seven (7) members have
26 been appointed to the Oversight Board pursuant to H&S Code Section 34179. The duties
27
28

1 and responsibilities of the Oversight Board are primarily set forth in H&S Sections 34179
2 through 34181 of the Dissolution Law; and

3 WHEREAS, pursuant to H&S Code Section 34191.5(b) of the Dissolution Law,
4 on July 18, 2013, the Successor Agency prepared and submitted to the California
5 Department of Finance (the "**DOF**") for approval its Long Range Property Management Plan
6 (the "**LRPMP**"), as approved by its Oversight Board, that addressed the disposition and use of
7 certain real properties of the Former CCRA. On March 13, 2014, the Successor Agency
8 prepared and submitted to the DOF for approval certain revisions to its LRPMP, as approved
9 by its Oversight Board, that addressed changes to the disposition of certain parking parcels of
10 the Former CCRA as described in the revised LRPMP; and

12 WHEREAS, the DOF, by letter dated March 18, 2014, issued its determination
13 on the LRPMP, as revised, (the "**Revised LRPMP**") approving the Successor Agency's use
14 and disposition of all the properties listed in the LRPMP. The DOF's letter states that its
15 approval of the Revised LRPMP took into account Resolution No. 2014-OB004 approving the
16 Revised LRPMP and accompanying Agenda Item Report and acknowledges the Successor
17 Agency's submittal of its LRPMP on July 18, 2013 and the Revised LRPMP on March 13,
18 2014; and

20 WHEREAS, among the properties approved for disposition is the Successor
21 Agency-owned real property (of approximately 1.67 acres) located at 12337, 12343, 12403,
22 12413, 12421 and 12423 Washington Boulevard, 4061 and 4063 Centinela Avenue, and
23 4064 Colonial Avenue, in the City of Culver City (the "**Property**"). The Property consists of a
24 certain parcel of real property (of approximately 53,022 square feet) located at the northwest
25 corner of Washington Boulevard and Centinela Avenue that is proposed to be subdivided into
26 two parcels (said parcels are hereinafter referred to respectively as "**Site A-1**" and "**Site A-2**").
27
28

1 The Property also consists of that certain parcel of real property (of approximately 19,736
2 square feet) located at 12337 and 12343 Washington Boulevard ("**Site B**"); and

3 WHEREAS, the Successor Agency and Culver Public Market, LLC, a Delaware
4 limited liability company (the "**Developer**"), desire to enter into a Disposition and
5 Development Agreement and related agreements (collectively, the "**DDA**") to provide for the
6 improvement and development of a high quality, pedestrian-oriented place-making market
7 hall development with iconic architecture, uniquely designed with an open floor plan and
8 public plazas, with additional market hall-related retail uses and surface parking (the
9 "**Project**") on Site A-2, Site B, and a portion of Site A-1. The DDA provides for the Successor
10 Agency to sell and transfer Site A-2 and Site B to the Developer for a purchase price of One
11 Million Two Hundred Seventy Eight Thousand Nine Hundred and Fifty Dollars (\$1,278,950)
12 (the "**Purchase Price**"). Additionally, the DDA provides for the Developer to construct a three
13 (3)-level public parking structure (the "**Parking Structure**") on Site A-1 pursuant to a Parking
14 Structure Agreement (as defined in the DDA) and for the conveyance of Site A-1 from the
15 Successor Agency to the City for no monetary compensation; and
16
17

18 WHEREAS, in order to expeditiously wind down the business and fiscal affairs
19 of the Former CCRA, the Successor Agency desires to sell and transfer to the Developer fee
20 title to Site A-2 and Site B through a proposed grant deed (the "**Developer Grant Deed**") and
21 to transfer to the City fee title to Site A-1 through a proposed grant deed (the "**City Grant**
22 **Deed**") and;
23

24 WHEREAS, the DDA contains all the provisions, terms and obligations required
25 by State and local law, and the Developer represents that it possesses the qualifications and
26 financial resources necessary to develop and operate the Project as set forth in the DDA, all
27
28

1 of which development will be in accordance with the purposes and objectives of the
2 Redevelopment Law; and

3 WHEREAS, pursuant to Sections 33431 and 33433 of the Redevelopment Law,
4 the Successor Agency is authorized, with the consent of the City Council, to sell or lease for
5 development pursuant to the applicable redevelopment plan property of the Successor
6 Agency acquired in whole or in part, directly or indirectly, with tax increment moneys, such as
7 the Property; and
8

9 WHEREAS, pursuant to California Government Code Section 52201, the City
10 Council is authorized to acquire property in the furtherance of the creation of an economic
11 opportunity; and

12 WHEREAS, a copy of the DDA and a summary of this transaction (which by this
13 reference is incorporated herein as if set forth in full at this point) setting forth all of those
14 matters required by the provisions of Sections 33431 and 33433 of the Redevelopment Law
15 and by California Government Code Section 52201 have been available for public inspection;
16 and
17

18 WHEREAS, notice of the hearing to consider the DDA was given in the manner
19 required by law; and

20 WHEREAS, at said public hearing, the City Council received and considered a
21 staff report (which by this reference is incorporated herein as if set forth in full at this point)
22 and testimony; and
23

24 WHEREAS, in accordance with the California Environmental Quality Act
25 ("CEQA") set forth in California Public Resources Code Section 21000 *et seq.*, the State
26 CEQA Guidelines set forth in Title 14, California Code of Regulations Section 15000 *et seq.*,
27 and procedures adopted by the City relating to environmental evaluation of public and private
28

1 projects, the City adopted a Mitigated Negative Declaration and a Mitigation Monitoring and
2 Reporting Program, based on an initial study, finding that the Project and the Parking
3 Structure, each with mitigation measures incorporated, will not have a significant adverse
4 impact on the environment; and

5 WHEREAS, all other legal prerequisites to the adoption of this Resolution have
6 occurred.

7 NOW, THEREFORE, the City Council of the City of Culver City, DOES
8 HEREBY RESOLVE as follows:

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

11 SECTION 2. The City Council has received and heard all oral and written
12 objections to the Successor Agency's proposed sale and transfer of Site A-2 and Site B to the
13 Developer for the Purchase Price and the proposed transfer to and acceptance by the City of
14 Site A-1 for no monetary compensation, each in accordance with the terms and conditions set
15 forth in the DDA and pursuant to the Revised LRPMP, and to other matters pertaining to this
16 transaction, and that all such oral and written objections are hereby overruled.

17 SECTION 3. The DDA will assist in the elimination of blight.

18 SECTION 4. The DDA is consistent with the implementation plan adopted
19 pursuant to Section 33490 of the Redevelopment Law.

20 SECTION 5. The consideration for Site A-2 and Site B is not less than the fair
21 reuse value at the use and with the covenants and conditions and development costs
22 authorized by the sale.

23 SECTION 6. The acquisition by the City of Site A-1 will assist in the creation of
24 economic opportunity.

1 SECTION 7. The City Council hereby approves the Successor Agency's entry
2 into the DDA and the sale and transfer of Site A-2 and Site B to the Developer for the
3 Purchase Price and the transfer to and acceptance by the City of Site A-1 for no monetary
4 compensation, each in accordance with the terms and conditions set forth in the DDA, and
5 pursuant to the authority of the Revised LRPMP.

6 SECTION 8. The City Council hereby approves the DDA, in substantially the
7 form as the DDA attached to the April 23, 2018 City Council Agenda Item Report, Agenda
8 Item No. 18-01101, that effectuates the Successor Agency's disposition of Site A-2 and Site
9 B to the Developer and the disposition to and acceptance by the City of Site A-1.

10 SECTION 9. The City Council hereby approves the Developer Grant Deed, in
11 substantially the form as the Grant Deed attached to the April 23, 2018 City Council Agenda
12 Item Report, Agenda Item No. 18-01101, that effectuates the Successor Agency's disposition
13 of Site A-2 and Site B to the Developer.

14 SECTION 10. The City Council hereby approves and agrees to accept from the
15 Successor Agency Site A-1 via the City Grant Deed.

16 SECTION 11. The City Council hereby authorizes and directs the City Manager
17 of the City, or designee, (i) to take all actions and to execute any and all documents,
18 instruments, and agreements necessary or desirable on behalf of the City, as approved by
19 the City Manager of the City and the City Attorney, including without limitation the DDA and
20 the City Grant Deed transferring Site A-1 to the City, and the City's acceptance thereof; (ii) to
21 effectuate all other actions approved by this Resolution, including, without limitation,
22 approving changes, implementations, or revisions to documents, instruments, and
23 agreements as determined necessary by the City Manager, or designee; and (iii) to
24 administer the City's obligations, responsibilities, and duties to be performed pursuant to this
25
26
27
28

Resolution and all documents, instruments, and agreements required by and for the sale and transfer of Site A-2 and Site B from the Successor Agency to the Developer and the transfer to and acceptance by the City of Site A-1.

SECTION 12. If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The City Council declares that it would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.

SECTION 13. The adoption of this Resolution is not intended to and shall not constitute a waiver by the City Council of any constitutional, legal or equitable rights that the City may have to challenge, through any administrative or judicial proceedings, the effectiveness and/or legality of all or any portion of the Dissolution Law, any determinations rendered or actions or omissions to act by any public agency or government entity or division in the implementation of the Dissolution Law, and any and all related legal and factual issues, and the City expressly reserves any and all rights, privileges, and defenses available under law and equity.

SECTION 14. This Resolution shall take effect upon the date of its adoption.

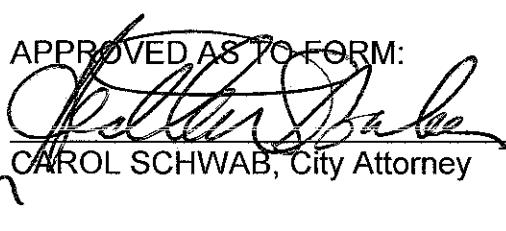
APPROVED AND ADOPTED, this ____ day of _____, 2018.

JEFFREY COOPER, Mayor

ATTEST:

APPROVED AS TO FORM:

JEREMY GREEN, City Clerk
A18-00226



CAROL SCHWAB, City Attorney