

1 RESOLUTION NO. 2018-R____

2
3 A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF CULVER
4 CITY, CALIFORNIA, APPROVING (1) THE TRANSFER AND
5 ACCEPTANCE OF CERTAIN REAL PROPERTY (LOCATED AT 9820
6 WASHINGTON BOULEVARD AND IMPROVED WITH A BUILDING
7 KNOWN AS THE KIRK DOUGLAS THEATRE) FROM THE
8 SUCCESSOR AGENCY TO THE CULVER CITY REDEVELOPMENT
9 AGENCY PURSUANT TO THE PROVISIONS OF THE
10 DISSOLUTION LAW; (2) AN ASSIGNMENT AND ASSUMPTION
11 AGREEMENT TO EFFECTUATE SAID DISPOSITION OF THE
12 PROPERTY; AND (3) RELATED ACTIONS.

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

20 WHEREAS, pursuant to AB 26, as modified by the California Supreme Court on
21 December 29, 2011 by its decision in *California Redevelopment Association v. Matosantos*,
22 all California redevelopment agencies, including the Culver City Redevelopment Agency (the
23 "Former CCRA"), were dissolved on February 1, 2012, and successor agencies were
24 designated and vested with the responsibility of paying, performing and enforcing the
25 enforceable obligations of the former redevelopment agencies and expeditiously winding
26 down the business and fiscal affairs of the former redevelopment agencies; and

27 WHEREAS, the City Council of the City of Culver City adopted Resolution No.
28 2012-R001 on January 9, 2012, pursuant to Part 1.85 of AB 26, accepting for the City of

1 Culver City (the "City") the role of successor agency to the Former CCRA (the "Successor
2 Agency"); and

3 WHEREAS, AB 26 has since been amended by various assembly and senate
4 bills enacted by the California Legislature and signed by the Governor (AB 26 as amended is
5 hereinafter referred to as the "Dissolution Law"); and

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

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

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

21 WHEREAS, pursuant to H&S Code Section 34191.5(b) of the Dissolution Law,
22 on July 18, 2013, the Successor Agency prepared and submitted to the California
23 Department of Finance (the "DOF") for approval its Long Range Property Management Plan
24 (the "LRPMP"), as approved by its Oversight Board, that addressed the disposition and use of
25

1 certain real properties of the Former CCRA. On March 13, 2014, the Successor Agency
2 prepared and submitted to the DOF for approval certain revisions to its LRPMP, as approved
3 by its Oversight Board, that addressed changes to the disposition of certain parking parcels of
4 the Former CCRA as described in the revised LRPMP; and

5 WHEREAS, the DOF, by letter dated March 18, 2014, issued its determination
6 on the LRPMP, as revised, (the "Revised LRPMP") approving the Successor Agency's use
7 and disposition of all the properties listed in the LRPMP. The DOF's letter states that its
8 approval of the Revised LRPMP took into account Resolution No. 2014-OB004 approving the
9 Revised LRPMP and accompanying Agenda Item Report and acknowledges the Successor
10 Agency's submittal of its LRPMP on July 18, 2013 and the Revised LRPMP on March 13,
11 2014; and
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13 WHEREAS, the Former CCRA and CENTER THEATRE GROUP ("CTG")
14 entered into a Disposition and Development Agreement dated as of October 9, 2001, as
15 amended by that certain First Implementation Agreement dated as of January 6, 2003, and
16 as further amended by that certain Second Implementation Agreement dated as of August
17 26, 2003 (collectively, the "DDA"). The DDA pertains to certain real property located at 9820
18 Washington Boulevard, Culver City (described herein and in the Lease as "Parcel A") and
19 9814 Washington Boulevard, Culver City (described herein and in the Lease as "Parcel B").
20 To implement the DDA, the Former CCRA and CTG entered into that certain Lease
21 Agreement dated as of August 26, 2003 ("Lease") whereby Parcel A and Parcel B are leased
22 to CTG. The lease term in the Lease for 9820 Washington Boulevard/Parcel A is sixty (60)
23 years with an option to extend; and
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25 WHEREAS, under the terms of the Lease, CTG pays One Dollar (\$1.00) per
26 year of rent for Parcel A. The landlord's interest in the Lease and the Former CCRA's interest
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1 in the DDA was assigned from the Former CCRA to the Successor Agency by operation of
2 law in connection with the dissolution process; and

3 WHEREAS, due to operating expenses, ongoing enforceable obligations (the
4 DDA and the long-term Lease) and financing methods, Parcel A generates no net revenue
5 and Parcel A has \$0 property value. In order to expeditiously wind down the business and
6 fiscal affairs of the Former CCRA, for no monetary compensation, the Successor Agency
7 desires to transfer to the City fee title to Parcel A through a Grant Deed and to transfer to the
8 City the Successor Agency's landlord's interest in the long-term Lease and the Successor
9 Agency's interest in the DDA through an Assignment and Assumption Agreement; and
10

11 WHEREAS, the proposed transfer to the City of fee title to Parcel A and
12 Assignment and Assumption Agreement reduce liabilities to the Successor Agency and
13 increase net revenues to the taxing entities and are in the best interests of the taxing entities;
14 and
15

16 WHEREAS, the proposed transfer to the City of fee title to Parcel A and
17 Assignment and Assumption Agreement are necessary to wind down the affairs of the
18 Former CCRA by transferring contractual obligations and potential liabilities of the Successor
19 Agency to the City; and
20

21 WHEREAS, existing Enforceable Obligations (as defined in the Dissolution Law)
22 relating to the DDA and Lease would continue to be in full force and effect as Enforceable
23 Obligations following any transfer to the City of fee title to Parcel A and implementation of the
24 Assignment and Assumption Agreement; and
25

26 WHEREAS, the activity proposed for approval by this Resolution has been
27 reviewed with respect to applicability of the California Environmental Quality Act ("CEQA"),
28 the State CEQA Guidelines (California Code of Regulations, Title 14, Section 15000 *et seq.*,

1 hereafter the "Guidelines"), and the City's environmental evaluation procedures. The activity
2 proposed for approval by this Resolution is not a "project" for purposes of CEQA, as that term
3 is defined by Guidelines Section 15378, because the activity is an organizational or
4 administrative activity that will not result in a direct or indirect physical change in the
5 environment, per Section 15378(b)(5) of the Guidelines; and

6 WHEREAS, all other legal prerequisites to the adoption of this Resolution have
7 occurred.
8

9 NOW, THEREFORE, the City Council of the City of Culver City, DOES
10 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 City Council has received and heard all oral and written
14 objections to the City's proposed acceptance of Parcel A from the Successor Agency for no
15 monetary compensation, and to other matters pertaining to this transaction, and that all such
16 oral and written objections are hereby overruled.
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18 SECTION 3. The City Council hereby approves the transfer and acceptance of
19 Parcel A (9820 Washington Boulevard, Culver City, Assessor's Parcel Number 4207-006-
20 914) from the Successor Agency to the City for no monetary compensation, pursuant to the
21 Dissolution Law.
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23 SECTION 4. The Assignment and Assumption Agreement, in substantially the
24 form as the Assignment and Assumption Agreement attached to the January 8, 2018 Joint
25 City Council and Successor Agency Agenda Item Report, Agenda Item No. C-3, that helps
26 effectuate the Successor Agency's disposition of Parcel A to the City, is hereby approved.
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1 SECTION 5. Existing Enforceable Obligations (as defined in the Dissolution
2 Law) relating to the DDA and Lease would continue to be in full force and effect as
3 Enforceable Obligations following any transfer to the City of fee title to Parcel A and
4 implementation of the Assignment and Assumption Agreement.

5 SECTION 6. The City Council hereby authorizes and directs the City Manager
6 or designee, (i) to take all actions and to execute any and all documents, instruments, and
7 agreements necessary or desirable on behalf of the City, as approved by the City Manager
8 and the City Attorney, including without limitation the Assignment and Assumption Agreement
9 and a Grant Deed transferring Parcel A, in order to implement and effectuate the transfer and
10 acceptance of Parcel A from the Successor Agency to the City, and to effectuate all other
11 actions approved by this Resolution, including, without limitation, approving changes,
12 implementations, or revisions to documents, instruments, and agreements as determined
13 necessary by the City Manager, or designee; and (ii) to administer the City's obligations,
14 responsibilities, and duties to be performed pursuant to this Resolution and all documents,
15 instruments, and agreements required by and for the transfer and acceptance of Parcel A
16 from the Successor Agency.

17 SECTION 7. If any provision of this Resolution or the application of any such
18 provision to any person or circumstance is held invalid, such invalidity shall not affect other
19 provisions or applications of this Resolution that can be given effect without the invalid
20 provision or application, and to this end the provisions of this Resolution are severable. The
21 City declares that its City Council would have adopted this Resolution irrespective of the
22 invalidity of any particular portion of this Resolution.

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

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8 SECTION 9. The City hereby determines that the activity approved by this
9 Resolution is not a "project" for purposes of CEQA, as that term is defined by Guidelines
10 Section 15378, because the activity approved by this Resolution is an organizational or
11 administrative activity that will not result in a direct or indirect physical change in the
12 environment, per Section 15378(b)(5) of the Guidelines.

13 SECTION 10. This Resolution shall take effect upon the date of its adoption.

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15 APPROVED AND ADOPTED, this 8th day of January, 2018.

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18 _____
19 JEFFREY COOPER, Mayor
20 City of Culver City

21 ATTEST:

APPROVED AS TO FORM:

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23 _____
24 JEREMY GREEN, City Clerk

25 A18-00005

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28 _____
for CAROL A. SCHWAB, City Attorney