

RESOLUTION NO. 2018-SA_____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SUCCESSOR AGENCY TO THE CULVER CITY REDEVELOPMENT AGENCY PURSUANT TO THE PROVISIONS OF CALIFORNIA HEALTH AND SAFETY CODE SECTIONS 33431 AND 33433, APPROVING AND RECOMMENDING TO ITS OVERSIGHT BOARD APPROVAL OF (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 TO THE CITY OF CULVER CITY; (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 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; (4) THE SUCCESSOR AGENCY'S REMITTANCE OF THE NET PURCHASE PRICE PROCEEDS RECEIVED BY THE SUCCESSOR AGENCY AFTER CLOSE OF ESCROW TO THE LOS ANGELES COUNTY AUDITOR-CONTROLLER FOR DISPOSITION TO TAXING ENTITIES; AND (5) 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*,

1 all California redevelopment agencies, including the Culver City Redevelopment Agency (the
2 "**Former CCRA**"), were dissolved on February 1, 2012, and successor agencies were
3 designated and vested with the responsibility of paying, performing and enforcing the
4 enforceable obligations of the former redevelopment agencies and expeditiously winding
5 down the business and fiscal affairs of the former redevelopment agencies; and

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

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

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

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

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27 WHEREAS, the oversight board has been established for the Successor
28 Agency (hereinafter referred to as the "**Oversight Board**") and all seven (7) members have

1 been appointed to the Oversight Board pursuant to H&S Code Section 34179. The duties
2 and responsibilities of the Oversight Board are primarily set forth in H&S Sections 34179
3 through 34181 of the Dissolution Law; and

4 WHEREAS, pursuant to H&S Code Section 34191.5(b) of the Dissolution Law,
5 on July 18, 2013, the Successor Agency prepared and submitted to the California
6 Department of Finance (the "**DOF**") for approval its Long Range Property Management Plan
7 (the "**LRPMP**"), as approved by its Oversight Board, that addressed the disposition and use of
8 certain real properties of the Former CCRA. On March 13, 2014, the Successor Agency
9 prepared and submitted to the DOF for approval certain revisions to its LRPMP, as approved
10 by its Oversight Board, that addressed changes to the disposition of certain parking parcels of
11 the Former CCRA as described in the revised LRPMP; and
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13 WHEREAS, the DOF, by letter dated March 18, 2014, issued its determination
14 on the LRPMP, as revised, (the "**Revised LRPMP**") approving the Successor Agency's use
15 and disposition of all the properties listed in the LRPMP. The DOF's letter states that its
16 approval of the Revised LRPMP took into account Resolution No. 2014-OB004 approving the
17 Revised LRPMP and accompanying Agenda Item Report and acknowledges the Successor
18 Agency's submittal of its LRPMP on July 18, 2013 and the Revised LRPMP on March 13,
19 2014; and
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21 WHEREAS, among the properties approved for disposition is the Successor
22 Agency-owned real property (of approximately 1.67 acres) located at 12337, 12343, 12403,
23 12413, 12421 and 12423 Washington Boulevard, 4061 and 4063 Centinela Avenue, and
24 4064 Colonial Avenue, in the City of Culver City (the "**Property**"). The Property consists of a
25 certain parcel of real property (of approximately 53,022 square feet) located at the northwest
26 corner of Washington Boulevard and Centinela Avenue that is proposed to be subdivided into
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1 two parcels (said parcels are hereinafter referred to respectively as "**Site A-1**" and "**Site A-2**").

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

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

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

22 WHEREAS, the DDA contains all the provisions, terms and obligations required
23 by State and local law, and the Developer represents that it possesses the qualifications and
24 financial resources necessary to develop and operate the Project as set forth in the DDA, all
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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
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9 WHEREAS, a copy of the DDA and a summary of this transaction (which by this
10 reference is incorporated herein as if set forth in full at this point) setting forth all of those
11 matters required by the provisions of Sections 33431 and 33433 of the Redevelopment Law
12 have been available for public inspection; and

13 WHEREAS, notice of the hearing to consider the DDA was given in the manner
14 required by law, and a joint public hearing has been held by this Successor Agency Board
15 and the City Council; and
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17 WHEREAS, at said joint public hearing, the Successor Agency received and
18 considered a staff report (which by this reference is incorporated herein as if set forth in full at
19 this point) and testimony, and the City Council authorized the Successor Agency to sell and
20 transfer Site A-2 and Site B to the Developer for the Purchase Price and to transfer Site A-1
21 to the City for no monetary compensation; and
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23 WHEREAS, in accordance with the California Environmental Quality Act
24 ("CEQA") set forth in California Public Resources Code Section 21000 *et seq.*, the State
25 CEQA Guidelines set forth in Title 14, California Code of Regulations Section 15000 *et seq.*,
26 and procedures adopted by the City relating to environmental evaluation of public and private
27 projects, the City adopted a Mitigated Negative Declaration and a Mitigation Monitoring and
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1 Reporting Program, based on an initial study, finding that the Project and the Parking
2 Structure, each with mitigation measures incorporated, will not have a significant adverse
3 impact on the environment; and

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

6 NOW, THEREFORE, the Board of Directors of the Successor Agency to the
7 Culver City Redevelopment Agency, DOES HEREBY RESOLVE as follows:

8 SECTION 1. The foregoing recitals are true and correct and are a substantive
9 part of this Resolution.
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11 SECTION 2. The Successor Agency Board has received and heard all oral and
12 written objections to the Successor Agency's proposed sale and transfer of Site A-2 and Site
13 B to the Developer for the Purchase Price and the proposed transfer of Site A-1 to the City for
14 no monetary compensation, each in accordance with the terms and conditions set forth in the
15 DDA and pursuant to the Revised LRPMP, and to other matters pertaining to this transaction,
16 and that all such oral and written objections are hereby overruled.
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18 SECTION 3. The DDA will assist in the elimination of blight.

19 SECTION 4. The DDA is consistent with the implementation plan adopted
20 pursuant to Section 33490 of the Redevelopment Law.
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22 SECTION 5. The consideration for Site A-2 and Site B is not less than the fair
23 reuse value at the use and with the covenants and conditions and development costs
24 authorized by the sale.

25 SECTION 6. The Successor Agency Board hereby approves, and recommends
26 to its Oversight Board the approval of, the Successor Agency's entry into the DDA and the
27 sale and transfer of Site A-2 and Site B to the Developer for the Purchase Price and the
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1 transfer of Site A-1 to the City for no monetary compensation, each in accordance with the
2 terms and conditions set forth in the DDA, and pursuant to the authority of the Revised
3 LRPMP.

4 SECTION 7. The Successor Agency hereby approves, and recommends to its
5 Oversight Board the approval of, the DDA, in substantially the form as the DDA attached to
6 the April 23, 2018 Successor Agency Agenda Item Report, Agenda Item No. 18-01101, that
7 effectuates the Successor Agency's disposition of Site A-2 and Site B to the Developer and
8 Site A-1 to the City.
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10 SECTION 8. The Successor Agency hereby approves, and recommends to its
11 Oversight Board the approval of, the Developer Grant Deed, in substantially the form as the
12 Grant Deed attached to the April 23, 2018 Successor Agency Agenda Item Report, Agenda
13 Item No. 18-01101, that effectuates the Successor Agency's disposition of Site A-2 and Site
14 B to the Developer.
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16 SECTION 9. The Successor Agency hereby approves, and recommends to its
17 Oversight Board the approval of, the transfer of Site A-1 to the City via the City Grant Deed.

18 SECTION 10. The Successor Agency Board hereby authorizes and directs,
19 and recommends to its Oversight Board that it authorize and direct, the Executive Director, or
20 designee, of the Successor Agency, to remit to the Los Angeles County Auditor-Controller's
21 Office for distribution to the taxing entities in accordance with H&S Code Section
22 34191.5(c)(2)(B) of the Dissolution Law the net purchase price proceeds that are received by
23 the Successor Agency after the close of escrow for the Successor Agency's sale and transfer
24 of Site A-2 and Site B to the Developer in accordance with the terms and conditions set forth
25 in the DDA, and in accordance with the Revised LRPMP.
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1 SECTION 11. The Successor Agency Board hereby authorizes and directs,
2 and recommends to its Oversight Board that it authorize and direct, the Executive Director of
3 the Successor Agency or designee, (i) to take all actions and to execute any and all
4 documents, instruments, and agreements necessary or desirable on behalf of the Successor
5 Agency, as approved by the Executive Director of the Successor Agency and Successor
6 Agency General Counsel, including without limitation the DDA, the Developer Grant Deed
7 selling and transferring Site A-2 and Site B to the Developer, and the City Grant Deed
8 transferring Site A-1 to the City, (ii) to remit the net purchase price proceeds for Site A-2 and
9 Site B received from the Developer by the Successor Agency after the close of escrow to the
10 Los Angeles County Auditor-Controller's Office for distribution to the taxing entities in
11 accordance with H&S Code Section 34191.5(c)(2)(B) of the Dissolution Law, (iii) to effectuate
12 all other actions approved by this Resolution, including, without limitation, approving changes,
13 implementations, or revisions to documents, instruments, and agreements as determined
14 necessary by the Executive Director, or designee; and (iv) to administer the Successor
15 Agency's obligations, responsibilities, and duties to be performed pursuant to this Resolution
16 and all documents, instruments, and agreements required by and for the sale and transfer of
17 Site A-2 and Site B from the Successor Agency to the Developer and the transfer of Site A-1
18 from the Successor Agency to the City.
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21 SECTION 12. If any provision of this Resolution or the application of any such
22 provision to any person or circumstance is held invalid, such invalidity shall not affect other
23 provisions or applications of this Resolution that can be given effect without the invalid
24 provision or application, and to this end the provisions of this Resolution are severable. The
25 Successor Agency declares that its Board would have adopted this Resolution irrespective of
26 the invalidity of any particular portion of this Resolution.
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1 SECTION 13. The adoption of this Resolution is not intended to and shall not
2 constitute a waiver by the Successor Agency of any constitutional, legal or equitable rights
3 that the Successor Agency may have to challenge, through any administrative or judicial
4 proceedings, the effectiveness and/or legality of all or any portion of the Dissolution Law, any
5 determinations rendered or actions or omissions to act by any public agency or government
6 entity or division in the implementation of the Dissolution Law, and any and all related legal
7 and factual issues, and the Successor Agency expressly reserves any and all rights,
8 privileges, and defenses available under law and equity.
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10 SECTION 14. This Resolution shall take effect upon the date of its adoption.

11 APPROVED AND ADOPTED, this ____ day of _____, 2018.
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JEFFREY COOPER, Chairperson

17 ATTEST:

APPROVED AS TO FORM:

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19 _____
JEREMY GREEN, Secretary

20 A18-00225

CAROL SCHWAB, Successor Agency
General Counsel